

**BYLAWS
OF
THE CARING AND SHARING LEARNING SCHOOL, INC.**

A Florida Corporation Not For Profit

ARTICLE - I

DEFINITIONS, PURPOSES, AND POWERS

Section 1.1 Definitions. The terms set forth below shall have the following meaning unless otherwise required by the context in which they may be used:

1.1-1 Articles of Incorporation. The term "Articles of Incorporation" shall mean the Articles of Incorporation of the Project filed with the Department of State on the ---- day of December, 1997.

1.1-2 Board. The term "Board" shall mean the Board of Directors of the Project.

1.1-3 Bylaws The term "Bylaws" shall mean the Bylaws of the Program except where reference is specifically made to the bylaws of another entity or unit.

1.1-4 Administrator The term "Administrator" shall mean the person who is responsible for the overall administration of the Program as described in Article IV.

1.1-5 Founding Directors. Those directors who initiated the Program. These directors are listed in the Articles of Incorporation.

1.1-6 Officer. The term "Officer" shall mean one or more of the positions provided in Article VII.

1.1-7 President. The term "President" shall mean the President of the Board as set forth in Article VII.

1.1-8 Program. The term "Program" shall mean the Caring and Sharing Learning School.

1.1-9. State The term "State" shall mean the State of Florida.

BYLAWS

Section 1.2. Statement of Purpose. The mission of the Caring and Sharing Learning School, Inc. is designed to advance the skills of the children who are enrolled. This community based school is further designed to assist parents to become more involved in the education of their children. In addition, the school is designed to assist children to become successful in other schools, the community, and society at large. The specific objectives of the school will be to:

- 1.2-1 operate within the guidelines as provided by the State of Florida and the Alachua County School System.
- 1.2-2 involve the entire community in the development and implementation of the school.
- 1.2-3 To solicit funds, receive gifts, and accept any other rewards (Legal) given by citizens, businesses or others concerned with the program.

Section 1.3. Powers. Except as limited by the Articles of Incorporation or these Bylaws, the Program shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the Florida Not For Profit Corporation Act, including, without limitation, the following powers.

1.3-1 To encourage, motivate, accept, hold, invest, reinvest, and use gifts, bequests, and devises of property of any sort, without limitations to amount or value, and to use, disburse, loan, or donate the principal thereof or income earned thereupon in support of the charitable and educational purposes and activities of the Program.

1.3-2 To exercise all of the powers of a not for profit corporation under the laws of the State, provided, however, that such is not inconsistent with the Program's exclusively charitable educational purposes, nor with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any corresponding provisions of any future United States Internal Revenue Law, and

1.3-3 To do and perform all other acts and things which may be incidental to and come within the scope of any of the foregoing objectives and purposes, or which may be necessary and appropriate for carrying out any of the Program's previously enumerated objectives and purposes.

BYLAWS

ARTICLE II

OFFICES

The Program shall have and continuously maintain in the State a registered office and registered agent (whose office shall be identical with such registered office).

ARTICLE III

MEMBERSHIP

The members of the Program shall be its Directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 General Powers. All of the business and affairs of the Program shall be managed by the Board of Directors in a manner consistent with these Bylaws and other applicable law. The Board shall make appropriate delegations of authority to the Officers and, to the extent permitted by law, by appropriate resolution, the Board may authorize one or more Board Committees to act on its behalf when it is not in session.

Section 4.2 Number of Directors. The Board shall consist of a minimum of four (4) and a maximum of seven (7) Directors, the exact number to be established from time to time by resolution of the Board.

Section 4.3 Appointed Directors. The Founding Directors will serve as members of the Board of Directors commencing immediately upon the incorporation of the Program by the State and will serve two successive terms on the Board of Directors. The Administrator of the Charter School shall be a member of the Board for the duration of his/her term as administrator. The President of the Program's School Advisory Council/Parent School Organization (SAC/PSO) shall be an Appointed Director of the Board of Directors for the term of his or her office on the SAC/PSO.

Section 4.4 Elected Directors. Each director, other than the Appointed Directors shall be deemed "Elected Directors" and shall be elected by the Board at its annual meeting for a two year term commencing immediately following the annual

meeting and terminating immediately following the second annual meeting. Directors may succeed themselves

Section 4.5 Regular Meetings. An annual meeting of the Board shall be held each year for the purpose of electing Directors and Officers, and for the transaction of such other business as may come before the meeting. The Board shall also have regular meetings, the frequency of which is consistent with the needs of the Program and, unless the Board shall provide otherwise by resolution, regular meetings of the Board shall be held at least four times per year excluding the annual meeting. The Board may by resolution prescribe the time and place for holding of the regular meetings and may provide that the adoption of such resolution shall constitute notice of such meetings. If the Board does not prescribe the time and place for the regular meetings, such regular meetings shall be held at the time and place specified by the President in the notice of such regular meeting.

Section 4.6 Special Meetings. Special meetings of the Board may be called by, or at the direction of the Administrator, President, the Vice President, or the written request of any three (3) members of the Board, such meetings to be held at such time and place as shall be designated in the notice thereof, provided that the place of meeting shall be in Alachua County, Florida.

Section 4.7 Notice. Except as otherwise provided herein, notice of the time and place of any regular or special meeting of the Board shall be in writing and mailed at least seven (7) days previous thereto.

Section 4.8 Quorum. At least fifty-one percent (51%) of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, unless otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws.

Section 4.9 Manner of Acting.

4.9.1. Formal Action by Board. The act of the majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

4.9.2. Informal Action by Board. No action of the Board shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a quorum if a consent in writing (setting forth the action so taken) shall be signed by all members of the Board.

Section 4.10. Resignations and Removal. Any member of the Board may resign from the Board at any time by giving written notice to the President or Secretary,

and unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective. Any member of the Board (except the Administrator) may be removed from office at any time with or without cause by two-thirds (2/3) vote of the Board.

Section 4.11 Vacancies. Any vacancy occurring in the membership of the Board shall be filled by the Board. A member of the Board appointed to fill a vacancy shall be appointed for the unexpired term of such member's predecessor in office.

Section 4.12 Compensation. Members of the Board, as such, shall not receive any stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to the authorized duties, provided, however, that subject to the provisions herein concerning duality of interest, nothing herein contained shall be construed to preclude any member of the Board from serving the Program in any other capacity and receiving compensation there for.

Section 4.13 Attendance. Each member of the Board shall be required to attend at least sixty percent (60%) of all meetings of the Board per calendar year duly convened pursuant to these Bylaws unless excused by the President. Any such member who fails to meet this minimum requirement of attendance shall be deemed to have resigned such position effective the last meeting thereof during such year.

Section 4.14 Procedure The Board may adopt its own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws, or applicable law. In the absence of the Board adopting its own special rules of procedure as provided for herein, the Board will conduct its affairs in a manner which is fair and equitable to all Directors.

ARTICLE V

COMMITTEES

Section 5.1 Designation. The Program shall have an Executive Committee and may have one or more other standing committees as may be designated from time to time by the Administrator or the President. The Administrator and the Board may also organize an Advisory Council which will be composed of parents and other citizens.

Section 5.2 Functions. Except with respect to the Executive Committee or where a committee is specifically delegated authority to act when the Directors are not in session, committees shall serve in an advisory capacity to the Administrator regarding those aspects of the business and affairs of the Program to which they have been delegated responsibility.

Section 5.3 Duties of Committees. The duties of committees shall be as follows:

Section 5.3.1 Executive Committee. When the Directors are not in session and prudent management requires prompt action, the Executive Committee shall have and exercise all of the authority of the Directors in the management of the Program, except as such authority is limited by resolution of the Directors, and any such action shall be submitted to the Directors at their next meeting for their review. The Executive Committee shall assist in the preparation and modification of long range and short range plans to assure that the Foundation's programs are attuned to meeting the educational needs of the community served by the Program, coordinating the Program's services with those of other educational organizations and related community resources. Additionally, the Executive Committee shall have the following responsibilities and duties:

- A. Counsel with Officers of the Program on both current and long-term fiscal affairs and make recommendations to the Administrator concerning the fiscal affairs of the Program.
- B. Act upon such request to educational, fiscal and personnel matters that may be presented by the Administrator.
- C. Make recommendations to the Directors concerning candidates for election as Officers of the Program and for election as Directors.

5.3.2 Additional Committees. Additional committees which are presented by the Administrator and approved by the Board shall discharge such responsibility as may be assigned to them by the authority establishing said committees.

Section 5.4 Powers. A committee shall have and exercise all the authority granted to it by the authority establishing said committee. A committee shall exercise no authority except that which has been granted to it by the Directors.

Section 5.5 Appointment of Committee Members. As committees are deemed necessary or appropriate, the President shall appoint committee members, who may or may not be Directors, and shall designate a chair of each committee.

Section 5.51 The Executive Committee shall include the President, Vice-President, Secretary, and Treasurer among their number. Meetings held by this Committee will be chaired by the Administrator.

Section 5.6 Tenure of Committee Members. The members and chairs of each committee shall take office on the day of their appointment and hold office until the next succeeding annual meeting of the Board.

Section 5.7 Compensation Committee members shall not receive any stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties; provided, however, that subject to the provisions herein concerning duality of interest, nothing herein contained shall be construed to preclude any member of the Board from serving the Program in any other capacity and receiving compensation there for.

ARTICLE VI

COMMITTEE MEETINGS

Section 6.1 Meetings. Committee meetings may be called by the chair or by any two (2) committee members. Committee meetings shall be held at the principal place of business of the Program or at an appropriate site designated by the committee chair. Written, printed or oral notice stating the place and time of committee meetings must be given to each committee member not less than three (3) days prior to said meeting.

Section 6.2 Quorum. A majority of the number of committee members shall constitute a quorum for the transaction of committee business.

Section 6.3 Voting. Each committee member who is present at any committee meeting shall be entitled to one (1) vote on each matter submitted to a vote of committee members.

Section 6.4 Procedure. The committees may adopt their own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws, or applicable law.

ARTICLE VII

OFFICERS

The Administrator shall be responsible for the overall administration of the Program. The Administrator shall perform the following duties.

- * Prepare the agenda for all Board meetings and make sure the information is sent to each Board member seven days before the meeting. The agenda must include the time and place for the meeting.
- * Submit items to the Board for approval concerning items such as personnel, fiscal, Administrative and others.
- * Work with the Board in planning the Annual meeting.

- * Prepare reports as needed.
- * Develop a fund raising plan.
- * Preside at Executive Board Meetings. And
- * Other duties as directed by the Board.

Section 7.1 Officers. The officers of the Program shall be a President, a Vice President, a Secretary, and a Treasurer. All Officers shall be selected from the membership of the Board of Directors. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the Officer), the duties of the office shall, unless otherwise provided by the Board or these Bylaws, be performed by the next Officer set forth in the following sequence: President, Vice President, Secretary, Treasurer.

Section 7.2 Appointment and Tenure. All officers shall be elected every two years at the Annual Meeting. The officers may succeed themselves.

Section 7.3 Resignations and Removal. Any officer may resign at any time by giving written notice to the President, or to the Secretary, and, unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by the Board whenever, in its judgment the best interest or the Program would be served thereby.

Section 7.4 Vacancies. A vacancy in an office may be filled by the Board for the unexpired portion of the term.

Section 7.5 President. The President of such Board shall preside at all meetings of the Board and shall exercise and perform such other powers and duties as may from time to time be assigned to the President by the Board of Directors in these Bylaws. The President shall make sure that the directives of the Board are carried out by the Administrator. The President may sign, with the Treasurer or any other Officer authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, by these Bylaws, or by statute, to some other Officer or agent of the Board or Program.

Section 7.6 Vice President. The Vice President shall perform such duties as may be assigned by the Board, the President, or these Bylaws. In the absence of the President, the Vice President shall perform the duties of the President.

Section 7.7 Treasurer. The treasurer shall, subject to the direction of the President, have charge and custody and be responsible for all funds and securities of

the Program: to deposit the same for safekeeping with any bank or banks or other institutions or securities firms as the Board of Directors may designate and shall keep regular full and accurate accounts of all receipts and disbursements, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board, the President, or these Bylaws. In fulfillment of the duties of the Treasurer, the Treasurer shall be familiar with the fiscal affairs of the Program and keep the Board informed thereof.

Section 7.8 Secretary. The Secretary shall, subject to the direction of the President, cause to be kept a record of the meetings of the Board and all Board Committees in one or more books provided for that purpose: assure that all notices are given in accordance with the provisions of these Bylaws and as required by law; be custodian of the seal of the Program: shall countersign, when required, all authorized bonds, contracts, deeds, mortgages, leases, or other legal instruments, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board, the President or these Bylaws.

Section 7.9 Compensation. Officers, as such, shall not receive any stated salaries for their services, but by resolution of the Board a reasonable amount may be allowed as reimbursement of expenses incurred in attending to their authorized duties, provided, however, that subject to the provision herein concerning duality of interest, nothing herein contained shall be construed to preclude any member of the Board from serving the Program in any other capacity and receiving compensation there for.

ARTICLE VIII

MISCELLANEOUS

Section 8.1 Contract. The Board may authorize any Officer of the Program to enter into any contract or execute any instrument in the name of an on behalf of the Program, and such authority may be general or confined to specific instances.

Section 8.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Program shall be signed by such Officer or Officers of the Program and in such a manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President..

Section 8.3 Deposits. All funds of the Program shall be deposited from time to time in the credit of the Program in one or more such banks, trust companies,

securities firm, or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and specific bank accounts or other forms of account and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Section 8.4 Gifts. The Board may accept on behalf of the Program any contributions, gifts, bequests, or devices for and consistent with the general purposes, or for and consistent with any specific purposes of the Program.

Section 8.5 Books and Records. The Program shall keep correct and complete books and records of accounts and shall also keep records of the actions of the Program, which records shall be open to inspection by members of the Board at any reasonable time.

Section 8.6 Annual Records. The President shall cause an Annual Report to be submitted to the Board no later than 120 days after the close of each fiscal year of the program. An annual post-audit of the Program's operation shall be conducted in accordance with Florida statutes and State Board Rules.

Section 8.7 Fiscal Year, Accounting Election. The fiscal year of the Program shall end on June 30, and methods of accounting for the Program shall be as the Board shall determine from time to time by resolution of the Board.

Section 8.8 Seal. The President shall cause to be designed a magnificent corporation seal, such seal to be circular in design and inscribed with the words "The Caring and Sharing Learning School, Inc." and "We Help Children" in the outer edge thereof. In the center, and extending to such inscriptions the seal shall bear the likeness of a child in study.

Section 8.9 Notice. Unless otherwise specified herein, any notice required or permitted to be given pursuant to the provisions of the Articles of Incorporation, these Bylaws, or applicable law, shall be in writing, shall be sufficient and effective as of the date personally delivered or, if sent by mail, on the date deposited with the United States Postal Service, prepaid and addressed to the intended receiver at such receiver's last known address as shown in the records of the Program.

Section 8.10 Loans to Members of the Board and Officers Prohibited. No loan shall be made by the Program to members of the Board or Officers.

Section 8.11 Indemnification of Members of the Board, Officers and Others.

The Board shall indemnify any member of the Board or Officer or former member of the Board or Officer for expenses and costs (including attorney's fees) actually and necessarily incurred thereby in connection with any claim asserted by action in court or otherwise, by reason of such person being or having been such member of the Board or Officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought, and to the extent permitted by the provisions of the Florida Not For Profit Corporation Act. By order of the Board, the Program may, under comparable terms and limitations, indemnify employees and agents of the Program with respect to activities within the scope of their services as members of the Board Committees, Officers, or other officials of the Program.

Section 8.12 Revocability of Authorizations. No authorization, assignments, referral, or delegation of authority by the Board to any committee, Officer, agent, or other official of the Program, or any other organization which is associated or affiliated with, or conducted under the auspices of the Program shall preclude the Board from exercising the authority required to meet its responsibility. The Board shall retain the right to rescind any such authorization, assignment, referral, or delegation in its sole discretion.

Section 8.13 Employees of the Program. The Board of Directors may employ such personnel as it deems necessary or desirable for the effective operation of the Program. The Administrator will recommend potential employees to the Board for consideration.

Section 8.14 Duality of Interest. Any contract or other transaction between the Program and one or more of the members of the Board or Officers, or between the Program and any other corporation, firm, association, or other entity in which one or more of the members of the Board or Officers are members of the board, or officers or having a significant financial or influential interest, shall be authorized or entered into by the Program only after all of the following conditions are met

8.14.1 The relevant and material facts as to such member of the Board's or Officer's interest in such contract or transactions as to any common directorship, or financial, or influential interest were disclosed in good faith in advance, by such member of the Board or Officer, to the Board, and such facts are reflected in the minutes of the Board Meeting; and

8.14.2 The relevant and material facts, if any, known to such interested member of the Board or Officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Program's interest were disclosed in good faith in advance by such member of the Board or Officer to the Board, and such facts are reflected in the minutes of the Board Meeting; and

8.14.3 Such interested member of the Board or Officer has, as determined by the judgment of the Board: (I) made the disclosures and fully responded to

questions concerning the matter referred to in (8.14-1) and (8.14-2) above, (ii) demonstrated to the reasonable satisfaction of the Board that the control or transaction is fair and reasonable to the Program at the time such contract or transaction is authorized: and (iii) not otherwise significantly influenced the action of the Board with respect to the contract or transaction, and all such determinations by the Board are reflected in the minutes of the Board Meeting; and

8.14.4 The Board authorized such contract or transaction by a vote of at least a majority of the members of the Board present at a Meeting at which a quorum was present.

The Board may adopt duality of interest policies for the Program including, without limitation, requirements and procedures with respect to : (1) regular annual statements and periodic supplements thereto by members of the Board. Officers, professional advisors, key employees, and other officials of the Program, disclosing any existing and potential dualities of interest; (2) limitations on permitted external positions and interests, and (3) corrective action with respect to transgressions of such policies.

Section 8.15 Rules. The Board may adopt, amend or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Program and the governance of its Officers, agents, Board Committees, and employees.

Section 8.16 Voting. Voting of Shares Owned by the Program. Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the Program to attend, to vote, and to grant proxies to be used at any meeting of shareholders of any corporation or otherwise exercise rights of any entity in which the Program may hold stock or otherwise be a member. The Board may confer like powers upon any other person or persons.

Section 8.17 Vote by Presiding Officer. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote on the same basis as if not acting as presiding officer.

Section 8.18 Articles and Other Headlines. The Articles and other headlines contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

ARTICLES IX

AMENDMENTS TO BYLAWS

POLICY:CREDIT CARD

I. PURPOSE

To establish criteria for the use of a credit card issued on behalf of Caring and Sharing Learning School for the purpose of conducting school business only.

II. OVERVIEW

1. The use of a credit card has proven to be a cost effective method of obtaining low cost, supply and service items for Caring and Sharing Learning School. The use of a credit cards also makes the school more accountable by providing detailed purchase histories and other important record keeping and time saving information. Some travel and training costs may also be handled best through the credit card process.

III. USE OF CREDIT CARD

1. The credit card is to be used in the conduct of the school's business only. The use of a school credit card to acquire or purchase goods and services for other than official use of the school is fraudulent use and may subject the employee to disciplinary action as prescribed by policies of the Alachua County School Board.
2. The administrators are the only employees authorized to use the credit card.
3. The credit card is to be used in the conduct of the school's business only.
 - a. The following restrictions/guidelines will apply:
 - i. Payment for a purchase SHALL NOT be split into multiple transactions.
 - ii. All items purchased over-the-counter must be immediately available at the time of credit card use. No backordering of merchandise is allowed.
 - iii. The purchaser will retain vendor's receipts and/or records of telephone, Internet, and/or mail orders and file for future reconciliation of the credit card statement.

IV. Unauthorized Credit Card Use

The credit card SHALL NOT BE USED for the following:

- a. Personal purchases or identification
- b. Cash Advances
- c. Shall not make any purchase that is not school related.
- d.

3B. All receipts from credit card purchase will be attached to monthly statements.

Caring and Sharing Learning School

Gainesville, Florida

PERMISSION FROM BOARD TO PURCHASE MATERIALS

Items up to \$2,000.00 may be purchased by the Principal without returning to the Board for approval.

PERMISSION FROM BOARD TO PURCHASE MATERIALS

Our staff has permission to purchase classroom supplies from district learning resource centers as needed. The receipt must be turned into the office.

PERMISSION FROM BOARD TO PURCHASE OTHER MATERIALS

A voucher must be secured before materials can be purchased and charged to the school from any vendors outside of the Principal.

The power to make, alter, amend, or repeal the Bylaws shall be vested in the Directors of the Program, provided, however, that the text of any proposal to alter, amend, or repeal the Bylaws must be given to all Directors with the notice of the meeting at which the proposal is to be considered, and provided that a quorum of the directors be present at said meeting and that those directors present adopt the change in Bylaws by a majority vote.






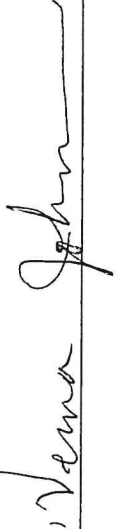

The founding Directors of the Caring and Sharing Learning School, Inc., having reviewed these Bylaws do, by their signature affixed below, adopt said Bylaws in their entirety.

Reviewed and Adopted

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Caring and Sharing Learning School Charter School Board Members

Meeting Date: September 29, 2015

Board Member Name	Affiliation (parent, teacher, admin, business partner, etc)	Phone Number	Sign In
*Charlie Jackson- Chair	Business Partner		
*Deloris Rentz	Business Partner		
*Liz Coleman-Hayes	Parent		
*Walter Jackson	Business Partner		
*Angie Terrell	Educational Rep.		
Curtis Peterson	Principal		
Honica Daniels	parent		
Verna Johnson	Director/Co-Founder		
Lemon Johnson	Co-Founder		
Lillian Lee	FTM		

*Voting Board Member