



**MID FLORIDA COMMUNITY SERVICES, INC.  
DBA YOU THRIVE FLORIDA**

**AMENDED AND RESTATED  
BY-LAWS**

**Effective: July 9, 2025**

**AMENDED AND RESTATED BY-LAWS**  
**OF**  
**Mid Florida Community Services, Inc. DBA You Thrive Florida**

**ARTICLE I**  
**NAME AND DESCRIPTION**

- 1.1 The name of the corporation is Mid Florida Community Services, Inc. DBA You Thrive Florida or otherwise stated in the Corporation's Articles of Incorporation as a private not for profit corporation, recognized by the Laws of the State of Florida herein referred to as the Corporation.
- 1.2 The principal place of business of the Corporation shall be the location reported annually to the State of Florida in its Annual Report; currently at 820 Kennedy Boulevard, Brooksville, Florida 34601.
- 1.3 The seal of this Corporation shall have inscribed on it the name of this Corporation, the date of its organization, and the words "Corporate Seal, State of Florida".
- 1.4 The fiscal year of this Corporation shall begin with the first (1<sup>st</sup>) day of October in each year.

**ARTICLE II**  
**Purpose**

- 2.1 The purpose and function of the Corporation shall be as stated in the Articles of Incorporation.

**ARTICLE III**  
**Board of Directors**

- 3.1 The principle representative body of the Corporation shall be its Board of Directors, which shall represent the three significant groups in the community and set policies for the Corporation as more specifically described in Article IX. All Directors shall fully participate in the development, planning, implementation and evaluation of the programs offered by the Corporation in its services to individuals and families.
- 3.2 Directors must be residents of the State of Florida and must further qualify as a representative of the three significant community groups defined herein.
- 3.3 A director shall perform the duties of a director, including duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A person who performs duties in compliance with this Section shall have no liability by reason of being or having been a director of the Corporation.

- 3.4 A director of the Corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.
- 3.5 This Corporation shall have no less than nine (9) and no more than fifteen (15) directors. The number of directors may be increased or decreased from time to time by resolution of the board adopted at any duly-called special or regular meeting or by written action in accordance with these By-Laws, provided however, no decrease shall have the effect of shortening the term of any incumbent director and the number of directors shall always be in compliance with the community representation requirements.
- 3.6 Each Director appointed to the Board after April, 2019 shall serve a term of office of five-years which term shall automatically renew for two more 5-year consecutive terms provided such director must further qualify as a representative of the three significant community groups defined herein. A full five-year term shall be considered to have been served upon the passage of five (5) annual meetings. Directors shall take office immediately following the close of the annual meeting at which they are elected. No Director shall serve more than three (3) full consecutive five-year terms. Consecutive service refers to time served on the Board without a gap of at least 6 months in between each period of service.
- 3.7 The presence of fifty percent (50%) of the members, plus one, of the Board of Directors of this Corporation at any meeting thereof, shall constitute a quorum of that body. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 3.8 At a meeting of directors called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause. The Chairperson shall raise the issue of removal of any director at the request of the Chairperson, the Chief Executive Officer or any three other directors at the next duly noticed regular or special meeting of the board. The notice shall identify as an agenda item the removal of the member. Removal shall be by a majority vote at any regular or special meeting at which a quorum is present. "For cause" shall include, but shall in no way be limited to a director who: (1) fails to perform his or her duties; (2) ceases to meet the requirements of the specific sector for which the member is a representative; (3) fails to abide by the provisions of these By-Laws including those requirements regarding conflicts of interest or otherwise acts beyond the scope of his or her duties as a director; (4) violates any federal, state or local law.
- 3.9 Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors of the sector represented by the exiting director even though less than a quorum of the Board of Directors. Such director shall serve until a successor director can be appointed/elected as provided in Article IV. The Company will use its best effort to fill any vacancy on the Board of Directors within eight (8) – twelve (12) weeks of the date of vacancy. The Board is not required to appoint a successor director if the board elects to reduce the number of directors; provided always that the Corporation maintains the tripartite board structure described in this Article.
- 3.10 No contract or other transaction between this Corporation and one or more of its directors, or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors

or a committee thereof which authorizes, approves or ratifies such contract or transaction or because of his or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors, and the Chief Executive Officer, prior to a vote, authorizes, approves or ratifies the contract without counting the votes or consents of such interested director; and
- (b) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee hereof which authorizes, approves or ratifies such contract or transaction.

#### **ARTICLE IV**

#### **MEMBERSHIP OF THE BOARD**

4.1 The Corporation shall be governed by a Tripartite Board Structure wherein exactly one-third of the directors shall be public officials; at least one-third shall be representatives of the low-income sector; and the remainder made up of representatives of major groups and interests in the community served (42 USC §9910). The board members shall be selected as described in this Article. After board members are appointed or elected by individuals or entities other than the Corporation to serve, the Board of Directors shall vote whether to elect such prospective director to the board. The board retains the power to remove any appointed or elected board member.

- A. Public Sector. The Corporation, through its Chief Executive Officer, shall request from the Board of County Commissioners, and other elected officials in counties served by the Corporation to appoint directors of the Corporation as and or when a vacancy occurs. Such director(s) must be an official who is elected into public office in a county served by the Corporation and who has general governmental responsibilities or responsibilities, which require them to deal with poverty related issues. Public Sector Directors shall serve for so long as such official maintains their status as a public official unless otherwise removed by vote of the board, resignation or death. A Public Sector Director may be an appointed representative to serve in place of an elected public official if the number of elected officials reasonably available and willing to serve is less than one-third of the membership of the board. The Chief Executive Officer shall annually request a letter signed by the elected public official, reaffirming the delegation for a Public Sector Director serving as an appointed representative of an elected public official.
- B. Low-Income. At least one-third of the directors shall be persons chosen in accordance with democratic selection procedures adequate to assure that the members are representatives of low-income individuals and families in the neighborhood served. The Corporation, through its Chief Executive Officer, shall request from organizations or county areas whose membership is composed predominately of low-income persons or representatives of low-income persons to appoint directors of the Corporation as and when a vacancy occurs. The Low-Income Sector Directors shall be representing a cross-section of the low-income in the geographic area served by the Corporation through a democratic selection process, which allows a choice selected by that group or organization. The Low-Income Sector Directors need not be low-income, but must represent the low-income individuals and families. A Low-Income Sector Director shall serve only while he/she continues to be

associated with the organization or community demographic which selected him or her or until removed by vote of the Board, resignation or death. The Governing Board will use its Democratic Selection Process in accordance with Section VI of the Governing Board Manual.

- C. Private Sector. The Corporation, through its Chief Executive Officer, shall request private community groups or organizations in the counties served by the Corporation to appoint directors of the Corporation as and when a vacancy occurs. Private Sector Directors shall be comprised of officials or members of business, industry, labor, religious, law enforcement, education or other major groups and interests in the community served by the Corporation. A Private Sector Director shall serve until removed by vote of the board, resignation or death.
- D. At least one of the directors must also have a background and expertise in fiscal management or accounting. At least one director shall have a background and expertise in early childhood education and development. At least one director shall be a licensed attorney familiar with issues that come before the governing body. Provided however, in the absence of a director with the background and expertise described in this paragraph, the board shall employ a consultant with such expertise who shall work with the board.
- E. So long as the Corporation operates programs governed by the Head Start Act (42 USC §9837), one director shall reflect the community to be served and include parents of children who are currently or were formerly enrolled in Head Start programs.
- F. Ex office board members elected to the Board shall have the same rights as other directors, including voting rights.
- G. A director may resign by delivering his or her written resignation to the Chief Executive Officer or the Chairman of the Board. Resignations shall be effective as soon as the director's successors have been duly elected and qualified.

## **ARTICLE V**

### **PETITIONING PROCEDURE**

- 5.1 Any group from the private sector or a group representing the low-income, which feels itself inadequately represented on the Board, may petition for adequate representation.
- 5.2 Such petition must be signed by fifty (50) members of the petitioning group or by fifty percent (50%) of the bonafide members of a group with less than 100 members.
- 5.3 The petition shall be delivered to the Chairperson, who shall afford one representative of the petitioning group to serve as the spokesperson at an informal open hearing before the Board at the next regular meeting of the Board in order that they may have a full and fair opportunity to present the petition.
- 5.4 The Board shall vote upon whether the group is inadequately represented, which decision shall be final. Notice of the Board's decision shall be delivered to the spokesperson for the group. If the Board determines that the petitioning group is inadequately represented, such group shall be afforded the opportunity to appoint the next director whose seat becomes available from the sector for which it is a part (either private or low-income).

**ARTICLE VI**  
**MEETINGS OF THE BOARD**

- 6.1 At the first regular or special meeting of the Board after a vacancy, the Board shall elect a Chairperson and a Vice-Chairperson. The Chairperson shall be the liaison between the Board and the Chief Executive Officer of the Corporation. All communications regarding the daily operations of the Corporation shall be directed to the Chief Executive Officer only through the Chairperson. The Chairperson shall preside over all meetings of the Board and shall perform such other duties as may be prescribed by the Board from time to time. The Chairperson and Vice-Chairperson shall serve until he or she fails to qualify as a director, resigns, is removed or death. The Chairperson may sign, with the Secretary or any other designated individual authorized by the Board, any State, Federal or local governmental contract. The Vice-Chairperson shall perform all duties of the Chairperson in the absence of that officer. The Chairperson and Vice-Chairperson shall not be compensated for the duties performed in the exercise of their duties for the Corporation.
- 6.2 Regular meetings of the Board of Directors shall be held quarterly with a written annual schedule provided to the Board, or at such other time as may be determined by the Chairperson of the Board with notice to the members in the manner prescribed herein. Special meetings may be called by the Chairperson of the Board, the Chief Executive Officer or at any time upon the request of any seven members of the Board with notice to the members in the manner prescribed herein. All regular and special meetings shall be held in a county served by the Corporation at a location designated by the Chairperson, provided however, all meetings shall be at a location convenient to the low-income persons. The parliamentary procedures of all meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order. Newly Revised, with the exception that the Chairperson shall have the authority to introduce, second or debate any motion of the Board.
- 6.3 Secret ballot will be used in voting on all motions to (1) call a closed session of the Board, (2) remove a Board member for cause, (3) hire or fire a Chief Executive Officer of this Corporation.
- 6.4 A majority of the members present at the meeting in which there is a quorum shall constitute an affirmative vote of the Board except that an affirmative vote of 75% of the directors shall be required to fire a Chief Executive Officer. Proxy voting is prohibited.
- 6.5 Written notice stating the place, date and time of each meeting shall be mailed or delivered to each director at least ten (10) days prior to a regular meeting and within a reasonable time prior to a special meeting. Public Service Announcements will be made by the Corporation through the local media at least seven days prior to regular meetings. The notice of regular meeting will include a Board package comprised of minutes of the previous meeting, an agenda for the upcoming meeting, program reports from the directors and financial reports of the various departments. In the case of a special meeting, no other business shall be conducted except that stated on the notice to directors.
- A. Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all obligations to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

- B. Any action required by law, these By-Laws, or the Articles of Incorporation of this corporation to be taken at any annual or special meeting of the directors of the corporation, or any action which may be taken at any annual or special meeting of such directors, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all directors entitled to vote thereon were present and voted.
  - C. Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those directors who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.
  - D. Emergency actions of the Board may be taken without a meeting, without prior notice and without a vote, if a consent of the action so taken, shall be provided either verbally, by electronic mediums (e-mail, text) or by phone communication to the Chief Executive Officer by not less than the minimum number of directors that would be necessary to authorize or take such action at a meeting at which all directors entitled to vote thereon were present and voted and provided further that, within ten (10) days after obtaining such authorization by verbal consent, notice shall be given to all directors of the action taken. The notice shall fairly summarize the material features of the authorized action. Emergency action shall be defined as any action needed to be taken to permit and preserve the orderly conduct of the Company's business at times when the Board cannot convene before the action is required. An "emergency" includes the need to approve the issuance of a grant application to a funding agency.
- 6.7 Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- 6.8 A majority of the directors present may adjourn a meeting to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.
- 6.9 Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.
- 6.10 Any action required to be taken at a meeting of the directors of a corporation, or any writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. Such consent shall have the same effect as a unanimous vote.
- 6.11 All regular and special meetings shall be open to the general public, including those meetings which intend to address issues of (1) removal of a member of the Board for cause; (2) the election of officer(s) of the Board; (3) the amendment or revision of these By-Laws. Public comments shall be reserved for the last meeting activity prior to adjournment and each attendee will be provided a maximum of three minutes to comment. Robert's Rules of Order will govern the conduct of the meeting. Attendees desiring to make public comment must (1) notify the Board Chair at or before the start of the meeting; (2) state on the record their name, address, and the topic on which they wish to be heard and if a representative will be speaking for them, such representative's name and address; and (3) restrict their (or their representative's) comment to 3 minutes or less. The Board

reserves the right to terminate someone's use of the public comment forum if profanity, disrespect or non-pertinent matters are brought before the Board.

- 6.12 No director shall receive compensation from the Corporation for services rendered as a Director. Nothing contained herein shall preclude and director from serving the Corporation in any other capacity (including Chief Executive Officer) and receiving reasonable compensation for the personal services rendered. Director may receive reimbursement (or advances, as the case may be) for all reasonable and documented expenses incurred in the course of performing the services as directors of the Corporation.

## **ARTICLE VII**

### **OFFICERS**

- 7.1 Officers of this Corporation shall consist of a Chief Executive Officer, a Secretary and such other officers and assistant officers and agents as may be deemed necessary and may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person. All officers shall be elected annually at the first regular meeting of the Board after the end of a calendar year, except the Chief Executive Officer who shall be elected upon vacancy in the position. No officer, except the Chief Executive Officer, shall be compensated for the duties performed in the exercise of his or her office.
- 7.2 The Chief Executive Officer shall be the chief executive officer of the Corporation, shall have general and active management duties over the business and affairs of the Corporation, shall have primary responsibility over all personnel matters (including hiring, termination and discipline) except those specifically reserved by the Board, shall have the power to transfer or delegate funds received between programs and to other agencies subject to the Board's overall program policy, shall have the power to contract, shall have the authority over finances, budgeting and expenditures and shall have power to do any and all acts necessary to carry out its function and the Corporation's policies as determined by the Board of Directors. The Chief Executive Officer shall execute all checks, contract or other instruments on behalf of the Corporation except those specifically reserved to the Board by law. The Chief Executive Officer shall be present at all meetings of the Board of Directors. The Chief Executive Officer shall serve until removed, resigns or death.
- 7.3 The duties of other officers and other duties of the Chief Executive Officer may be prescribed from time to time by resolution of the Board of Directors.
- 7.4 The Corporation shall indemnify any officer who is a party to any proceeding (other than an action by, or in the right of the Corporation) by reason of the fact that he or she is or was an officer of the Corporation or is or was serving at the request of the Corporation as an officer against any liability incurred in connection with such proceeding, to the extent allowed and pursuant to the procedures set forth in Florida Statute, as amended from time to time.

## **ARTICLE VIII**

### **COMMITTEES OF THE BOARD**

- 8.1 The Board of Directors may delegate to committees comprised of board directors any function or duty to which it deems necessary; provided however, that such committee shall at all times be proportionally represented by the three community sectors, and provided further that the Board may not delegate the duty of electing or removing board members or officers. Meetings, quorum, notice and other procedural matters of the committees shall be the same as that of the Board.



**ARTICLE IX**  
**POWERS OF THE BOARD**

- 9.1 The Board of Directors shall be responsible for setting policy for the Corporation and for the planning and evaluation of the community action programs conducted by the Corporation. The Board shall have no authority over the daily operations of the Corporation.
- 9.2 The powers of the Board shall be:
- 1) To appoint or terminate the Chief Executive Officer as provided herein;
  - 2) To approve major personnel, fiscal and program policies;
  - 3) To approve program plans and priorities;
  - 4) To approve program proposals and budgets;
  - 5) To review and accept audit report;
  - 6) To approve procurement policy;
  - 7) To review reports;
  - 8) To review program progress and reports;
  - 9) To approve pay structure and schedule;
  - 10) To approve Agency-Wide Budget, and IRS Form 990;
  - 11) To approve By-Laws;
  - 12) To approve Governing Board Manual;
  - 13) To approve Community Needs Assessment;
  - 14) To approve Mission Statement;
  - 15) To approve Agency-Wide Risk Assessment;
  - 16) To approve Strategic Plan;
  - 17) To require potential Board Members to apply via an application process;
  - 18) To approve/disapprove potential Board Members;
  - 19) To recruit board members with financial expertise, community connections;
  - 20) Fund raising capabilities, etc.;
  - 21) To follow Board selection procedures contained within the By-Laws;
  - 22) To determine rules of procedure for the Board and its committees'
  - 23) To appoint members to policy councils or to determine the procedure for selection of members to such councils; and
  - 24) To elect officers and committee members.
- 9.3 The Board, through its Chairperson, shall have the power and authority to execute any contract or agreement as required of the Board by any Federal, State or local governmental authority.

**ARTICLE X**  
**HEAD START POLICY COUNCIL**

- 10.1 So long as the Corporation is conducting Head Start operations or receiving funds for same, the Corporation shall maintain a Head Start Policy Council in compliance with Federal Regulation Section 1301.3, as from time to time amended. The Head Start Policy Council shall meet at regularly scheduled times. The Head Start Policy Council shall be charged with working with the Corporation to develop, review and approve or disapprove those policies and procedures identified in 45 C.F.R. §1301.3(c)(1), as amended. The Head Start Policy Council shall directly perform those functions set forth in 45 C.F.R. §1301.3(c)(2), as amended. Each member of the Head Start Policy Council shall have one (1) vote. No Head Start Policy Council member may vote by proxy. Attendance by nine (9) members is required for a quorum. At the first meeting after an annual election, the Head Start Policy Council shall elect a Chairperson to preside over meetings and shall elect a recording Secretary. At the first meeting after an annual election, the Head Start Policy Council shall establish a schedule for regular meetings. Notices shall be mailed to each member at least five (5) days prior to the date of each regular meeting. Special meetings may be called by the Chairperson of the Head Start Policy Council at any time upon request of the Head Start Director or any two (2) members of the Policy Council to the members in the manner prescribe in the Operating Rules of the Mid Florida Community Services, Inc. DBA You Thrive Florida Policy Council. Notice must be given within a reasonable time prior to the date of the meeting, with an explanation for the special meeting. Actions shall pass by the affirmative vote of a majority of the voting members at a meeting at which a quorum is present. Except as otherwise stated herein, the Head Start Policy Council meeting shall be conducted in accordance with Robert's Rules of Order, Newly Revised.
- 10.2 The Head Start Policy Council shall be comprised of at least 51% parents of currently enrolled children in the Head Start program. There shall be one parent representative from each of the centers that are served by the program and eight (8) community representatives (three from Hernando/Sumter and five from Volusia). Head Start parent members shall be elected in August/September of each year at a center parent meeting. Only parents of currently enrolled children in the Head Start program may nominate parents of currently enrolled children to serve on the Policy Council. Each parent of a currently enrolled child as defined by 45 C.F.R. 1301.4(a) who is present at the election meeting shall be entitled to one vote. The Head Start Director shall post notice of the scheduled meeting at least seven (7) days prior to the meeting.
- A. Community representatives shall consist of members drawn from local community businesses, public or private community, civic and professional organizations, and others who are familiar with resources and services for low-income children and families. Former Head Start parents may also be selected as community representatives. Community representatives shall be individuals selected by the Mid Florida Community Services, Inc. DBA You Thrive Florida Board of Directors or designee, in accordance with procedures for selection approved by the Policy Council.
- 10.3 No individual may serve on the Head Start Policy Council for more than five (5) one (1) year terms. Elected parent members shall be seated commencing the day subsequent to the election and shall continue to serve until their successor has been elected and seated. Community representative members shall be seated commencing the day subsequent to the selection date and shall continue to serve until their successor has been elected and seated. In the event a parent member is unable or unwilling to carry out his or her duties or resigns as a member prior to the date his or her term expires, the appropriate Head Start center will elect a parent representative to fill the vacant seat

as soon as reasonable possible. In the event a community representative member is unable or unwilling to carry out his or duties or resigns as a member prior to the date his or her term expires, the Mid Florida Community Services, Inc. DBA You Thrive Florida Board of Directors or designee will recommend a replacement who shall serve until the next program year.

- 10.4 Low-income Policy Council members shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties as Policy Council members. Requests for reimbursement shall be directed to the Head Start Director or designee together with reasonable documentation verifying the expense incurred.
- 10.5 In the event of an impasse between the governing body and the Head Start Policy Council, one representative selected by the Corporation's Board of Directors, one representative selected by the Policy Council and Mid Florida Community Services, Inc. DBA You Thrive Florida's outsource human resource consultant shall form a Dispute Resolution Team to resolve the dispute. The decision of the Dispute Resolution Team shall be delivered to the parties within 24 hours after a decision is reached. Decisions of the Dispute Resolution Team shall be binding on all parties. Failure to abide by the decision of the Dispute Resolution Team shall be grounds for further action by Mid Florida Community Services, Inc. DBA You Thrive Florida, including removal from the Board or Policy Council.

#### **ARTICLE XI** **AMENDMENT OF BY-LAWS**

- 11.1 These By-Laws may be amended, altered or revised at any time by the affirmative vote of a majority of the Directors, except for actions requiring greater than a majority vote in which case the revision/amendment must be approved by the same percentage as would be required for an affirmative vote. All amendments, alterations or revision of these By-Laws shall be subject to the notice and agenda requirements of these By-Laws. All amendments, alterations or revisions shall be in compliance with all Federal, State or local laws and those pertinent requirements and regulations of the Department of Economic Opportunity.

#### **ARTICLE XII** **BOOKS AND RECORDS**

- 12.1 This Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees of directors.
- 12.2 This Corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its Directors, giving the names and addresses of all Directors.
- 12.3 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.
- 12.4 At the close of each fiscal year, this Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, and a profit and loss statement showing the results of the operations of the Corporation during its fiscal year.

**ARTICLE XIII**  
**CHARTER SCHOOL**

- 13.1 So long as the Corporation is operating a Charter School or receiving funds for the same, per f.s. 1022.33, the corporation shall conduct its operations and governance of the charter school in a manner consistent with and in compliance with the terms and conditions set forth in the Charter Contract between You Thrive Florida and The School Board of Hernando County, Florida. In the event of any conflict between these Bylaws and the Charter Contract, the provisions of the Charter Contract shall prevail.
- 13.2 The Hernando County School Board of Directors shall have overall responsibility for ensuring the organization's adherence to the Charter Contract. The Board shall regularly review relevant aspects of the charter, monitor compliance efforts, and take appropriate action to address any instances of non-compliance.
- 13.3 Additionally, the Board of Directors will set policy for the Charter School, provide financial oversight, annually adopt and maintain an operating budget for the Charter School, exercise continuing oversight over the Charter School's operations, and communicate the vision of the Charter School to community members. The Board of Directors shall also supervise all officers and agents of the Charter School and to see that their duties are properly performed. The Board of Directors shall also set policies regarding educational philosophy, program and financial procedures, and will oversee assessment and accountability procedures to assure that the Charter School's student performance standards are met or exceeded.
- 13.4 Pursuant to the Charter Agreement, the Board of Directors shall appoint a parent liaison to facilitate parental involvement, provide access to information, assist parents and others with question and resolving disputes. The parent liaison must reside in the school district in which the Charter School is operating and may also be a member of the Board of Directors, an employee of the Charter School, or an individual contracted to represent the Board of Directors. If the Corporation has multiple charter schools in a school district, each charter school must have their own separate representative. The Board of Directors shall provide the parent liaison's contact information annually in writing to parents and posted on the Charter School's website.
- 13.5 All meetings and communications regarding the Charter School shall be subject to Florida's Sunshine Law.
- 13.6 The Board of Directors shall hold at least two public meetings per school year within the school district where the Charter Schools are located. The meetings must be noticed, open, and accessible to the public and attendees must be provided an opportunity to receive information and provide input regarding the school's operations. The Charter School principal or equivalent thereof must be present at each meeting.
- 13.7 Each director of the Board of Directors will be required to attend governance training and refresher courses as required by Section 1002.33, Florida Statutes, and Rule 6A-6.0784.
- 13.8 The Board of Directors shall retain a certified public accountant or auditor for the annual financial audit pursuant to Section 1002.345(a), Florida Statutes, who shall submit the report to the Board of Directors to review and approve the audit report including audit findings and recommendations for

the financial recovery plan.

- 13.9 Prior to any appointment to the Board of Directors, a member shall be fingerprinted pursuant to Section 1002.33(12)(g), Florida Statutes, with the cost being borne by the Corporation. Any members whose fingerprint check results warrant disqualification under the statute shall not be appointed to the Board.

#### **ARTICLE XIV**

#### **DISSOLUTION OF THE CORPORATION**

Dissolution of the Corporation shall be in compliance with the laws of the State of Florida and those pertinent requirements and regulations of the Internal Revenue Service 501(c)(3) tax-exempt status and the U.S. Department of Health and Human Services Administration for Children and Families Office of Community Services.

#### **ARTICLE XV**

#### **MEMBERS**

The Corporation is a non-member, not-for-profit corporation and, therefore, has no members.