

# **FLORIDA VIRTUAL SCHOOL BOARD OF TRUSTEES**

## **BYLAWS**

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**ARTICLE I  
STATEMENT OF PURPOSE**

**Section 1.1  
PURPOSE**

The Florida Virtual School Board of Trustees (the "Board") is established as a public body corporate, with all the powers of a body corporate as provided by Florida law and by delegation of the Legislature.

The Board has all the powers and authority to effectively govern and set policy for Florida Virtual School ("FLVS") and has and exercises those powers and duties prescribed by law.

To more effectively discharge its responsibilities and duties, in connection with its governance of FLVS, the Florida Virtual School Board of Trustees has adopted the following bylaws.

**ARTICLE II  
THE BOARD**

**Section 2.1  
CORPORATE NAME**

The Board of Trustees is a public body corporate called "The Florida Virtual School Board of Trustees."

**Section 2.2  
COMPOSITION OF THE BOARD**

Florida Statute Section 1002.37 establishes the composition of the Board. It provides that the Board consists of seven (7) Trustees appointed by the Governor to four (4) year staggered terms. All Board members are public officers subject to the requirements of the Florida Code of Ethics.

**Section 2.3  
POWERS AND DUTIES OF THE BOARD**

The Board serves as the governing body of FLVS. It shall select the President/Executive Director of FLVS and shall hold the FLVS President/Executive Director responsible for the FLVS's operation and management, performance, fiscal accountability, and compliance with federal and state laws and rules and implementation of the Board of Trustees decisions in exercising its responsibilities as required by Florida Statute Section 1002.37. The Board shall have the authority to carry out all lawful functions permitted by these bylaws or by law.

In order to effectively fulfill its obligations under the law, the Board may adopt resolutions, regulations, rules, and policies consistent with FLVS's mission and with law.

**ARTICLE III  
THE TRUSTEES**

**Section 3.1  
FIDUCIARIES**

Florida Statutes §112.311(6) provides that it is the declared policy of the state that public officers are agents of the people and hold their positions for the benefit of the public. Therefore, by virtue of their office, Trustees stand in a fiduciary relationship to the FLVS and must serve FLVS's best interests at all times.

**Section 3.2  
TERM OF OFFICE**

Appointed trustees shall serve for staggered four (4) year terms or such shorter terms, as provided by law and as specified in their appointment.

**Section 3.3  
VACANCIES**

The General Counsel shall report any vacancies in appointed trustee positions to the Governor. Pursuant to law, it is the Governor's responsibility to fill the vacancies.

**Section 3.4  
COMPENSATION**

Members of the Board shall serve without compensation but may be reimbursed upon request for travel, per diem and such other expenses in accordance with state law.

**ARTICLE IV  
OFFICERS OF THE BOARD**

**Section 4.1  
OFFICERS**

The Officers of the Board shall be the Chair, Vice-Chair, and Executive Officer/Corporate Secretary.

**Section 4.2  
SELECTION OF OFFICERS AND TERMS OF OFFICE**

The Chair and Vice-Chair shall be selected by the Board and shall serve for a two (2) year term to begin immediately upon selection. Every two years thereafter, the Board shall select the Chair and Vice-Chair through nomination and selection from the members of the Board. The Chair and Vice-Chair shall be eligible for reselection for one additional consecutive term by vote of the Board. There shall not be automatic succession by virtue of holding an office, except as otherwise provided in Section 4.3. Selection or reselection shall normally take place at the last regularly scheduled Board meeting of the fiscal year.

### **Section 4.3**

#### **PERMANENT VACANCIES IN CHAIR AND VICE-CHAIR OFFICES**

A permanent vacancy of the Chair shall be filled by the Vice-Chair for the remainder of the term. A permanent vacancy of the Vice-Chair shall be filled for the remainder of the term by a majority vote of the members of the Board at its next regular meeting. Assumption to an unfinished term created by a permanent vacancy shall not preclude that officer from being eligible to be selected and reselected as provided in Section 4.2. The Chair and Vice-Chair will continue to hold office until their successors have been selected. The Chair or Vice-Chair may be removed at any time by the affirmative vote of a majority of the members of the Board.

### **Section 4.4**

#### **CHAIR**

The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, determining the composition of all Board committees, appointing committee chairs, serving as an ex officio voting member on all Board committees, appointing representatives to the board of directors and the executive committees of the direct support organizations, signing and executing all documents and instruments on behalf of the Board, attesting to actions of the Board, serving as spokesperson for the Board, and fulfilling other duties as may be required by law. The Chair shall perform such duties in consultation with the FLVS President/Executive Director and General Counsel. The Chair may delegate the authority to sign and execute documents and instruments on behalf of the Board to the Corporate Secretary. The Chair is responsible for causing the Board to conduct an annual evaluation of the FLVS President/Executive Director.

### **Section 4.5**

#### **VICE-CHAIR**

The duty of the Vice-Chair is to perform the duties of the Chair with full authority during the absence or disability of the Chair and to fulfill other duties as may be assigned by the Board. In the absence of both the Chair and the Vice-Chair, the Corporate Secretary shall determine whether a quorum is present and, in that event, shall call for the election of a temporary presiding officer, who shall be elected by and from the membership of the Board upon a majority vote. Upon arrival of the Chair or Vice-Chair, the temporary chair shall relinquish the chair after concluding the business then before the Board.

### **Section 4.6**

#### **EXECUTIVE OFFICER/CORPORATE SECRETARY**

The FLVS President/Executive Director shall serve as Executive Officer and Corporate Secretary of the Board. As Executive Officer, the FLVS President/Executive Director shall serve as the principal liaison officer and official contact between the Board and the faculty, staff and students of FLVS. The FLVS President/Executive Director shall exercise such powers as are appropriate to that position in promoting, supporting and protecting the interests of FLVS and in managing and directing its affairs. The FLVS President/Executive Director may issue directives and executive orders not in contravention of existing Board policies. The FLVS President/Executive Director shall be responsible for all educational, financial, business and administrative functions of FLVS consistent with the policies established by the Board and law; shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board, the Legislature, and Florida law.

As Corporate Secretary, the FLVS President/Executive Director shall be responsible for giving notice of all meetings of the Board and its committees; setting the agenda and compiling supporting documents for the meetings in consultation with the Chair; recording and maintaining the minutes of the meetings, which shall include a record of votes cast; executing documents or attesting to the signatures of other officers of the Board; and being custodian of the corporate seal. The Corporate Secretary shall perform the duties customarily performed by the secretary to a public body corporate as well as such other duties

as may be prescribed by the Board. The Corporate Secretary may designate an individual to serve as Assistant Secretary to the Board.

## **ARTICLE V COMMITTEES**

### **Section 5.1**

#### **COMMITTEE MEMBERSHIP AND DUTIES**

The Chair shall appoint and remove committee members and their chairs and may make changes, at any time, unless otherwise provided by these bylaws or law. A member of a committee shall hold office until the Chair appoints a successor. The Chair shall determine the length of the term of service of committee members and chairs.

The Chair shall be ex- officio voting members of all standing committees, subcommittees, or ad hoc committees. FLVS staff with appropriate expertise in a committee's area of responsibility shall be appointed by the Chair in consultation with the FLVS President/Executive Director to help the committee in its business.

A majority of the members of a committee shall constitute a quorum for purposes of transacting committee business. The Chair and the Vice-Chair may be counted for purposes of establishing a committee quorum. All Trustees who are not members of a particular committee are invited to attend that committee meeting and may comment, but not vote, on matters before the committee. Committees are delegated authority to act on behalf of and for the Board as permitted by law on all issues within their respective jurisdiction.

The duty of each committee shall be to consider and/ or decide for the Board as permitted by law upon matters under its jurisdiction or referred to it. All committee chairs shall perform their duties in consultation with the FLVS President/Executive Director. The Committee Chairs shall provide quarterly updates to the Board of Trustees.

Any committee of the Board may meet upon call of its chair to carry out its duties and responsibilities. Meetings shall be noticed under the procedure established for the Board and in accordance with the requirements of law.

### **Section 5.2**

#### **STANDING COMMITTEES**

The following committees are the standing committees of the Board until dissolved by the Board:

- Academic Affairs Committee
- Finance, Budget and Audit Committee
- Strategic Planning Committee
- Corporate Governance Committee

The Board may establish additional standing committees as it deems appropriate to discharge its responsibilities.

**Section 5.3**  
**AD-HOC**  
**COMMITTEES**

The Chair may appoint ad-hoc committees and determine the powers and duties and period of service for each such committee, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The Chair shall appoint the chairs of any ad-hoc committees and the ad-hoc committee chairs shall perform their duties in consultation with the FLVS President/Executive Director.

**Section 5.4**  
**AUTHORITY**

Committee chairs will report committee action to the Board.

**Section 5.5**  
**PRESIDENTIAL/EXECUTIVE DIRECTOR**  
**SEARCH COMMITTEE**

It is the duty of the Board to select the FLVS President/Executive Director. Candidates for the position of FLVS President/Executive Director shall be recommended to the Board by a presidential/executive director search committee. The members of the presidential/executive director search committee shall be appointed by the Board. The selection of the members of the committee may be delegated to the Chair of the Board.

**ARTICLE**  
**VI**  
**MEETINGS**

**Section 6.1**  
**NOTICE AND AGENDA**

Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven (7) days before the event and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled, the Corporate Secretary will post a notice of the time, date, place, and purpose of the meeting on the Board of Trustees website. All meetings of the Board and its committees shall be noticed and open to the public at all times. No resolution, rule, or formal action shall be considered binding except as taken or made at a public meeting in accordance with Florida Statutes § 286.011. However, these notice or public meeting requirements shall not apply where the matters being considered are exempt by law from the notice or open meetings requirements (for example, executive sessions to discuss pending litigation.) Notice of meetings that are required to be noticed will be posted on the Florida Virtual School Board Docs website at <http://www.boarddocs.com/fla/flvs/Board.nsf/vpublic?open> and in the Virtual Learning Center (VLC) lobby.

Agenda items requiring action by Trustees must be submitted to the Corporate Secretary or his/her designee with sufficient time for the agenda and supporting information to be forwarded and received by the Trustees prior to the meeting requiring their vote. The Board may also consider agenda items not included in the published agenda.

**Section 6.2**  
**MINUTES**



Minutes of the meetings of the Board or Board Committees shall be kept by the Corporate Secretary, who shall cause them to be printed and preserved and who shall transmit copies to the members of the Board. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of FLVS records, but such reports need not be attached to the minutes except when so ordered by the Board.

**Section 6.3**  
**REGULAR MEETINGS**

There shall be no fewer than four (4) face to face meetings a year, one meeting per month or as otherwise determined by the Board. For each calendar year, the schedule of meetings shall be set no later than the last meeting of the prior calendar year. Once established in accordance with these bylaws, the time and date of a regular meeting may be changed only by an affirmative vote of a quorum of the Board, or where deemed a necessity by the Board Chair and the Corporate Secretary in consultation with each other.

**Section 6.4**  
**SPECIAL MEETINGS**

The Board will meet in special meetings, including hearings and workshops, at a time and place designated by the Chair. Special meetings may be held by teleconference, at the discretion of the Chair.

**Section 6.5**  
**EMERGENCY MEETINGS**

An emergency meeting of the Board may be called by the Chair, Vice-Chair or FLVS President/Executive Director upon a finding by the Chair, Vice-Chair or FLVS President/Executive Director, respectively, that immediate action is required to preserve the health, safety or welfare of the public. Whenever such emergency meeting is called, the Corporate Secretary will immediately notify either verbally or in writing each member of the Board stating the date, hour and place of the meeting and the purpose for which the meeting has been called. As provided by Florida Statutes §120.525, an emergency meeting shall also be noticed by any procedure that is fair under the circumstances. Only action necessary to protect the interest of FLVS and the community it serves shall be taken at such meeting.

**Section 6.6**  
**QUORUM AND VOTING**

A quorum for the conduct of business by the full Board shall consist of a majority of the Board of Trustees. A quorum having been established, no business shall be transacted without a majority vote of all Trustees present, except as otherwise provided in these bylaws. A majority vote of the full Board is required for appointing or removing the FLVS President/Executive Director. A Trustee may abstain from voting only under those circumstances prescribed by law. Should a Trustee abstain from voting, the Trustee may be counted for purposes of computing a quorum for a vote on that question. Voting by proxy or mail shall not be permitted.

A majority of the regular (not ex-officio) committee members shall constitute a quorum for all committee meetings. The Chair and Vice-Chair may be counted for purposes of establishing a committee quorum. A quorum having been established, no business shall be transacted without a majority vote of all committee members present.

**Section 6.7**  
**PROXIES**

The use of proxies for purposes of determining a quorum or for any other purposes is prohibited.

### **Section 6.8**

#### **USE OF COMMUNICATION MEDIA TECHNOLOGY**

The Board may use telephone conference calls and other communications media technology (“communication media technology”) to conduct Board business in the same manner as if the proceeding were held in person.

A Trustee may attend a meeting by communication media technology provided the member can both hear and speak to all other members (allowing for simultaneous transmission). Participation by a Trustee by communication media technology shall constitute attendance in person at the meeting.

The Board may participate in and hold a meeting of which all members participating in the meeting are attending via communication media technology provided that seven (7) days’ written notice is given to the FLVS President/Executive Director and posted via the Florida Virtual School’s Board Docs’s website. Participation in such meeting shall constitute attendance in person at the meeting. The notice of any meeting which is to be conducted wholly by means of communication media technology will state where and how members of the public may gain access to the meeting.

### **Section 6.9**

#### **RULES OF PROCEDURE**

At the hour appointed for the meeting, the chair shall call the meeting to order and call the roll. The latest edition of *Robert's Rules of Order* will be followed in conducting all meetings of the Board, unless otherwise provided by the Board.

### **Section 6.10**

#### **APPEARANCES BEFORE THE BOARD**

Individuals or group representatives who desire to appear before the Board to initiate a subject within the Board’s jurisdiction may submit their requests to the FLVS President/Executive Director, as Corporate Secretary, for the matter to be included in the agenda. The FLVS President/Executive Director, in consultation with the Chair, will determine whether the item will be heard and when the item will be heard. The Board Chair and or Board may place time limits on any presentation or decline to hear any matter.

The Chair may recognize any individual or representative of a group to address the Board.

In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

## **ARTICLE VII**

### **CODE OF ETHICS AND CONFLICT OF INTEREST**

#### **Section 7.1**

##### **CODE OF ETHICS**

As appointed public officers, Trustees stand in a fiduciary relationship to FLVS and the people of the State of Florida. Therefore, Trustees shall act in good faith, with due regard to the interests of FLVS and shall be guided by the provisions set forth in Florida law for the conduct of public officers. The Board shall adopt a written ethics policy that will be reviewed periodically and revised as necessary.

#### **Section 7.2**

##### **CONFLICT OF INTEREST POLICY**

It is the policy of this board that no Trustee may have any interest, financial or otherwise, direct or

indirect; engage in any business transaction, contractual relationship or professional activity; or incur any obligation of any nature which is in substantial conflict with the proper discharge of his/her duties as it relates to FLVS or its affiliated organizations. Transactions relating to expenditure of public funds require the highest degree of public trust to protect the interests of FLVS and the taxpayers of the State of Florida. Therefore, no Trustee may rent, lease or sell any goods, services or realty to FLVS or its affiliated organizations, either directly or indirectly. Furthermore, no Trustee shall participate through decision, approval, recommendation or preparation of any part of a purchase request or influence the content of any specification or procurement standard, or contract with or become the agent contracting with FLVS or its affiliated organizations, and no Trustee shall permit the sale or lease of anything to FLVS or its affiliated organizations through his or her spouse or minor children, or through any business entity of which the Trustee's spouse or minor children, in any combination, have a material interest or direct or indirect ownership of more than 5 percent of the total assets or capital stock of any business entity.

Trustees shall disclose and resolve potential conflicts of interest and ethical concerns in accordance with the Code of Ethics and shall disclose to the Board any possible conflict of interest at the earliest practical

time by providing written notice to the Corporate Secretary. At the next Board meeting, the notice of such conflict shall be read and the minutes of the meeting shall duly note the nature of the conflict and disclosure.

## **ARTICLE VIII AMENDMENT OR SUSPENSION OF BYLAWS**

### **Section 8.1 AMENDMENTS**

Following initial adoption, these bylaws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the Board members voting in any regular or special meeting, provided the notice for the meeting states a proposed alteration, amendment or repeal of the bylaws will be considered, and provided the Trustees are sent a copy of the draft of the altered or amended bylaws at least seven (7) days prior to the meeting at which the alteration or amendment is to be voted on.

### **Section 8.2 SUSPENSION OF BYLAWS**

Any provision of these bylaws not required by law may be suspended in connection with the consideration of a matter before the Board by a majority vote of the Board members in attendance.

## **ARTICLE IX MISCELLANEOUS**

### **Section 9.1 INDEMNIFICATION**

The Board shall, to the extent legally permissible, indemnify and defend each of its Trustees, officers, employees, volunteers, and other agents against all liabilities and expenses incurred in connection with the disposition of defense of any action, suit or other proceeding, whether civil or criminal, in which such

person may be involved by reason of FLVS service, except with respect to any matter in which such person shall have been adjudicated in any proceeding to have acted unlawfully or not in good faith.

Claims based on such actions or omissions may, in the discretion of the Board, be settled prior to or after the filing of suit.

**Section 9.2  
INSURANCE**

The Board may arrange for and pay the premium for appropriate insurance to cover all losses and expenses of actions referred to in Section 9.1.

**Section 9.3  
LIMITATION OF LIABILITY**

The Board is a public body corporate primarily acting as an instrumentality or agency of the state pursuant to Florida Statutes §768.28(2) for purposes of sovereign immunity.

**Section 9.4  
SERVICE OF PROCESS**

Service of process may be made on the Corporate Secretary or his or her designee or in accordance with Florida law.

**Section 9.5  
FISCAL YEAR**

The fiscal year of the Board shall commence on July 1 of each year and end on June 30 of each year.

**Section 9.6  
CORPORATE SEAL**

The corporation shall have a seal on which shall be inscribed "The Florida Virtual School." The corporate seal shall be used only in connection with the transaction of business of the Board and of FLVS. The FLVS President/Executive Director may give permission for the use of the seal in the decoration of any FLVS building or in other special circumstances.

*I HEREBY CERTIFY that the foregoing Bylaws of the Florida Virtual School Board of Trustees were approved by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees at a regular meeting of the Board held on\_\_\_\_\_.*

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Robert H. Gidel, Sr., Board Chair

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Jodi Marshall, PhD, President/CEO

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Frank Kruppenbacher, General Counsel



**BYLAW NUMBER/SECTION:** \_\_\_\_\_

**TITLE: IMPLEMENTATION OF NOVEMBER 2019 FDOE RECOMMENDATIONS REGARDING THE GOVERNANCE, OPERATION, AND ORGANIZATION OF THE FLORIDA VIRTUAL SCHOOL; "STRATEGY 1: GOVERNANCE"**

Notwithstanding any FLVS BOT policy, procedure, or practice to the contrary, and subject to all applicable laws, regulations, and rules:

1. The FLVS Executive Director shall have exclusive authority to run the day-to-day operations and business activities of FLVS. This includes authority to develop, revise, and terminate any FLVS standard operating procedure ("SOP") as the Executive Director deems appropriate or necessary to effectively and efficiently administer the daily operations and activities of FLVS. However, the Executive Director shall regularly report to the Commissioner of Education and periodically report to the FLVS Board of Trustees.
2. The role of the FLVS BOT regarding the organization's procurement of goods and services shall be limited such that the FLVS Executive Director shall have exclusive authority to approve and execute on behalf of FLVS all contracts and agreements for the purchase of goods and services, the value of which does not exceed \$300,000 per each fiscal year of the organization.

**Authority:** SB 2502(12), Chapter 2019-116, Fla. Laws; s. 1002.37, Fla. Stat.

**Adopted:** December 19, 2019

**Amended:** N/A

**Formerly:** N/A