

# FLORIDA VIRTUAL SCHOOL BOARD OF TRUSTEES

## NOTICE OF ADVERTISEMENT AND PUBLIC HEARING REGARDING ANTICIPATED ADOPTION OF NEW OR REVISED BOARD POLICIES AND/OR BYLAWS

BOARD POLICY(IES) AND BYLAW(S) UNDER CONSIDERATION:

[PROPOSED SET OF BOARD BYLAWS DATED DECEMBER 15, 2020  
\(INTEGRATING, IN PART, AND REPLACING, IN PART, ALL CURRENT BYLAWS\)](#)

**Notice of Approval to Advertise:** The Florida Virtual School Board of Trustees (the “Board”) has authorized and directed this Notice of Advertisement and Public Hearing regarding its anticipated consideration and adoption of the *Proposed Set of Board Bylaws Dated December 15, 2020* (“Proposed Bylaws”) herein identified.

**Purpose & Effect:** It is the intention of the Board that the Proposed Bylaws will simplify, update, streamline, and ensure alignment of FLVS operations and Board Policies and Bylaw(s) with applicable state and federal laws, rules, and regulations.

**Access to Text of the Proposed Bylaws:** Individuals seeking access to the hardcopy/printed version of the proposed/new/revise bylaws herein referenced may contact Mr. Bruce Moore, FLVS Board Clerk, at 2145 Metrocenter Boulevard, Suite 100, Orlando, Florida 32835. The Board Clerk may be reached by telephone call to (407) 735-1191 or by email to [bmoore@flvs.net](mailto:bmoore@flvs.net). Individuals seeking access to the electronic version of the proposed/new/revise and bylaws may do so via the internet by visiting the Florida Virtual School website at [www.flvs.net](http://www.flvs.net) (navigate to Board of Trustees – “Notice of Rulemaking” tabs/pages). Please be advised that the President and Chief Executive Officer (“CEO”) of the Florida Virtual School is authorized to correct technical, grammatical, and spelling errors, and to rearrange and renumber sections, paragraphs, designations, and cross-references in any new, revised, and existing Board Policy and Bylaw which—upon consultation with the FLVS Office of General Counsel—the CEO deems reasonable and prudent to achieve and advance the purpose and effect of such policies and bylaws.

**Rule Making Authority:** The Board is authorized to adopt, amend, and delete Board Policies and Bylaws pursuant to section 1002.37 and applicable provisions of Chapters 120 and 1000 of the Florida Statutes.

**Laws Implemented:** Section 1002.37 of the Florida Statutes and all such applicable laws expressed and/or referenced by the proposed/new/revise bylaws herein identified.

**Person(s) Proposing/Initiating New or Revised Bylaw(s):** The Proposed Bylaws herein identified were originated by and through the FLVS CEO, in consultation with the FLVS Office of General Counsel and FLVS personnel with subject matter expertise pertinent to the Proposed Bylaws. The Proposed Bylaws also derive from *Recommendations Regarding the Governance, Operation, and Organization of the Florida Virtual School* (“Recommendations”) which the Florida Department of Education issued on November 1, 2019.

**Public Hearing:** The Board intends to consider, adopt, or otherwise take formal/final action on the above-referenced new and revised bylaw(s) following a public hearing on such matter(s). **The public hearing will be held during the course of a regular quarterly meeting of the Board of Trustees on Tuesday, February 23, 2021, which is scheduled to begin at 9:00 a.m. (EST).** The meeting will not be held in person. Rather, it will be held by video conference via Zoom© <https://flvs.zoom.us/j/84699025242> /Passcode: 443771. Any person who wishes to present or register public comments during the public hearing should contact Mr. Bruce Moore, Board Clerk, 2145 Metrocenter Blvd., Suite 100, Orlando, Florida, 32835, no later than 48 hours prior to the start of the Board meeting. The Board Clerk may be reached by telephone call to (407) 735-1191 or by email to [bmoore@flvs.net](mailto:bmoore@flvs.net).

*Any person requiring special accommodations to attend or participate in any meeting of the Board of Trustees should contact Mr. Bruce Moore, Board Clerk, at 2145 Metrocenter Blvd., Suite 100, Orlando, Florida 32835, no later than 48 hours prior to the start of the Board meeting. The Board Clerk may be reached by telephone call to (407) 735-1191 or by email to [bmoore@flvs.net](mailto:bmoore@flvs.net). Persons who are hearing or speech impaired are also urged to contact the Florida Relay Service at 1-800-955-8771 (TDD) or at 1-800-955-8770 (Voice).*

*If a person decides to appeal any decision made by the Board with respect to any matter considered at the meeting, he or she will need a record of the meeting/proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made which record includes the testimony and evidence upon which the appeal is to be based.*

# PROPOSED REVISED BYLAWS

Updated **December 15, 2020** (post-workshop; DJD)

## **BYLAWS OF THE FLORIDA VIRTUAL SCHOOL BOARD OF TRUSTEES**

*(Replacing current version; Integrating FDOE Recommendations & OGC Edits)*

### **PREAMBLE**

In 2019, the Governor of Florida signed into law Senate Bill 2502 (“SB 2502”). See Chapter 2019-116, §12, *Laws of Florida*. In part, SB 2502 required a comprehensive audit of the Florida Virtual School (“FLVS”) and designated the Florida State Board of Education to temporarily serve as the FLVS Board of Trustees. The Bill also required the Florida Department of Education (“FDOE”) to provide written recommendations with respect to the governance and structural operations of FLVS to the Governor, the Senate President, and the House Speaker. The FDOE issued its *Recommendations Regarding the Governance, Operation, and Organization of the Florida Virtual School* (“Recommendations”) on November 1, 2019. The Recommendations were shared with and embraced by the State Board of Education, which concluded its temporary service as the Board of Trustees on June 30, 2020.

It is the overriding intention of the successor Board of Trustees to successfully build upon the substantial efforts the Governor, Legislature, State Board of Education, Commissioner of Education, and scores of FLVS and FDOE officials and personnel have devoted to our organization over the course of years to continuously improve upon the vital, world-class educational services which FLVS offers to students and families throughout and beyond the State of Florida. To that end, these Bylaws have been developed and should be construed in such a manner as to harmonize with, advance, and realize the above-referenced FDOE Recommendations.

### **ARTICLE I** **PURPOSE**

#### **1.1 PURPOSE**

The Bylaws herein contained are intended to assist the Florida Virtual School Board of Trustees (“the Board”) in the faithful discharge of its duties and to enhance the overall effectiveness and efficiency of the Florida Virtual School.

#### **1.2 APPLICABILITY**

These Bylaws apply to the Board, each of its Members, the President and Chief Executive Officer (“CEO”) of FLVS, and all other FLVS officials, personnel, and representatives as herein specified. Further, the Bylaws shall apply and be construed in a manner consistent with the laws and Constitutions of the State of Florida and the United States of America.

### 1.3 TECHNICAL ALTERATIONS

The CEO is authorized to renumber, reformat, divide, consolidate, and make technical alterations and grammatical corrections to Board Bylaws and Policies to the extent that such alterations and corrections do not change their substance and material terms.

*Ref.:* §§ 11.242; 120.54, 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

## **ARTICLE II** **THE BOARD**

### 2.1 NAME AND SEAL

1. The Board is officially known and operated under the name of “The Florida Virtual School Board of Trustees.”
2. The Board shall have a corporate seal on which shall be inscribed “The Florida Virtual School.” The corporate seal shall be used only in connection with the transaction of official business of the Board and Florida Virtual School.

*Ref.:* § 1002.37 Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### 2.2 COMPOSITION OF THE BOARD

1. The Board is comprised of seven members who are appointed by the Governor of Florida to four-year staggered terms. No Board Member shall serve for a period longer than two consecutive four-year terms.
2. At all times, there shall be one Board Member serving as Chair, and one Board Member serving as Co-Chair of the Board.

*Ref.:* § 1002.37 Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

## 2.3 GENERAL POWERS OF THE BOARD

1. The authority and powers of the Board are derived from and principally prescribed by section 1002.37 of the Florida Statutes—the enabling statute of the Florida Virtual School. Accordingly, the Board may exercise all powers enumerated in section 1002.37, and may perform or direct the performance of any lawful action or other measure which the Board deems necessary to carry out the purposes of the statute. The authority of the Board is otherwise subject to, and shall be consistent with, the laws and Constitutions of the State of Florida and the United States of America.
2. The Board is the exclusive governing body of the Florida Virtual School, an institution which serves as one of four components for the delivery of public education within the Florida K-20 education system.
3. The Board is a public agency and body corporate of the State of Florida, with all the powers of a body corporate and such authority as is needed for the proper operation and improvement of the Florida Virtual School. As such, the Board has the power to enter into contracts; to sue and be sued; to acquire, possess, and transact real, personal, tangible, and intangible property; and to hold and transact for the benefit of the Florida Virtual School any grant or donation of monies, property, or other things of value to the organization.
4. The authority and powers of the Board do not extend to the day-to-day operations of the Florida Virtual School or to the implementation of Board Policies.
5. With respect to the procurement of goods and services by the Florida Virtual School, the authority and role of the Board shall be limited such that, consistent with Board Policy, the CEO has exclusive authority to approve and execute on behalf of FLVS all contracts and agreements for the purchase or delivery of goods and services, the value of which does not exceed \$300,000 per fiscal year.
6. To the extent permitted by law, the Board may delegate to the CEO its authority to undertake any action and to perform any duty otherwise committed to the Board.

*Ref:* §§ 1000.04, 1001.40, 1001.41, 1001.42, 1001.4205, 1001.43(10), 1012.22, 1012.23, 1012.26; 1002.37, *Fla. Stat.*; SB 2502(12), Chapter 2019-116, *Fla. Laws*

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

## **2.4 GENERAL DUTIES OF THE BOARD**

1. The Board shall perform or direct the performance of any duties and obligations imposed upon the Board by law, including those obligations and duties enumerated in section 1002.37 of the Florida Statutes.
2. The Board is chiefly responsible for budgetary and fiscal oversight of the Florida Virtual School and the development of policies which the Board finds necessary and appropriate for the proper administration and general improvement of the Florida Virtual School.
3. Prior to its performance of any final or official action, including the adoption of any Board Policy, the Board shall consult with and consider the recommendations of the CEO of the Florida Virtual School.
4. The Board shall endeavor to avoid and limit individual communications with FLVS staff members which bear upon official business of the Board or the organization. Accordingly, it shall be the custom and practice of the Board to channel all such communications to the CEO and to consider the CEO as a conduit for such communications. This provision is not intended and shall not be construed or applied to deny staff members or other individuals of any legally protected right or privilege, including any rights to free speech and to petition the government.
5. The Board shall select and appoint a President and CEO from outside its own membership who shall be responsible for the proper operation, management, performance, and fiscal accountability of the Florida Virtual School. The Board shall provide a written contract for the CEO.
6. The Board shall select and appoint an attorney from outside its own membership, who shall serve as General Counsel and chief legal advisor to the Board and the CEO. The Board shall provide a written contract for the General Counsel.
7. In any lawsuit or administrative proceeding against the Florida Virtual School, the Board of Trustees, any Board Member, or any official or employee of the Florida Virtual School where service of process is required, such service shall be made on the Board Chair, or in the Chair's absence, the Board Co-Chair, or in the Co-Chair's absence, the CEO. The Board Chair, Co-Chair, and CEO may designate personnel within the FLVS Office of General Counsel to receive service of process in their absence.
8. The Board shall take reasonable measures to ensure that Board Member vacancies are promptly reported to the Governor of Florida such that the Governor may appoint an individual to fill the vacant position.

Ref: § 1002.37, Fla. Stat.; SB 2502(12), Chapter 2019-116, Fla. Laws; see also § 1000.04, 1001.33, 1001.40, 1001.41, 1001.42, 1001.4205, 1001.43(10), 1012.22, 1012.23, 1012.26.

Adopted: \_\_\_\_\_

Amended: \_\_\_\_\_

## 2.5 GENERAL POWERS OF BOARD MEMBERS

1. Board Members are public officers of the State of Florida who are entitled to sovereign immunity in accordance with Chapter 768 of the Florida Statutes.
2. Board Members shall be authorized to serve for the term specified in their appointment. Board Members shall serve without compensation, but shall be entitled to reimbursement for official travel, per diem, and such other expenses to the extent permitted by Chapter 112 of the Florida Statutes and Board Policy.
3. To the extent permitted by law, Board Members are authorized to receive reimbursement of reasonable costs and fees to participate in professional conferences and training programs pertinent to their respective roles and duties. The CEO shall include an amount in each proposed annual budget to cover expenses of participation in such activities by Board Members.
4. Individual Board Members lack legal authority to bind or take any official action for or on behalf of the Board of Trustees, the Florida Virtual School, or any officials, personnel, or authorized representatives of the Florida Virtual School. The Board and FLVS shall not be bound by any action or statement of an individual Board Member except when such action is taken or such statement made pursuant to official and specific instruction of the Board.
5. Board Member authority and powers do not extend to the day-to-day operations of the Florida Virtual School or to the execution or implementation of Board Policies.
6. Each Board Member is entitled to information and data reasonably necessary to properly cast an informed vote on any matter which comes before the Board for official action. To the extent that a Board Member requires additional information, data, or materials from FLVS to properly exercise their official duties, such Board Member shall endeavor to consult with and direct associated requests to the CEO before they directly contact and collect such additional information, data, or materials from staff members, representatives, or agents of FLVS.
7. Board Members shall be bonded as provided by law.

8. No Board Member may have a direct or indirect interest in any business; engage in any business transaction, contractual relationship, or professional activity; or undertake any obligation of any nature which conflicts with or obstructs the proper discharge of Board Member duties and fiduciary obligations or otherwise raises the appearance of impropriety on the part of a Board Member. No Board Member may directly or indirectly rent, lease, sell, or otherwise convey any service, realty, or tangible or intangible personal property or goods to FLVS or its affiliated organizations. Further, no Board Member shall participate in the preparation, development, or preliminary evaluation of any competitive solicitation or purchase request of the Florida Virtual School. Finally, no Board Member shall permit the sale, lease, or other transaction of any goods or services to FLVS by or through a member of his or her family or any business entity in which the Board Member or family member has a material interest or direct or indirect ownership.

*Ref.:* §§ 112.061; 112.311—112.3251; 120.54, 1001.39; 1002.37, Fla. Stat.,

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

## **2.6 GENERAL DUTIES OF BOARD MEMBERS**

1. Board Members shall bear a fiduciary duty to the Florida Virtual School.
2. Board Members shall perform all duties and obligations imposed upon them by section 1002.37 of the Florida Statutes, and shall comply with and perform all duties and obligations imposed by the laws and Constitutions of the State of Florida and the United States of America.
3. Board Members shall uphold and comply with Board Bylaws and Policies, and with the Code of Ethics for Public Officers and Employees of the State of Florida as set forth in Chapter 112 of the Florida Statutes.
4. Board Members shall disclose and attempt to avoid or otherwise resolve potential conflicts of interest and ethical concerns in accordance with the Code of Ethics for Public Officers and Employees of the State of Florida.
5. Any written or verbal grievance or complaint received by or registered with a Board Member concerning official business of the Florida Virtual School or its personnel shall be conveyed to the CEO in a reasonably prompt and discrete manner.
6. A Board Member may not knowingly sign and transmit to any State official a report of alleged misconduct by FLVS personnel which the Board Member knows to be false or incorrect.

*Ref.:* §§ 112.061; 112.311—112.3251; 120.54; 1001.42; 1002.37, Fla. Stat.;  
*Article II, Section 8 of the Florida Constitution.*

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

## **2.7 BOARD OFFICERS**

1. The Officers of the Board shall be the Board Chair and Co-Chair.
2. The Board Chair and Co-Chair shall be elected by majority vote of Board Membership during a public meeting of the Board. The election of a Chair and Co-Chair shall take place at or prior to the first regularly scheduled meeting of the Board for the fiscal year.
3. The Officers shall serve for a one-year term to begin immediately upon election.
4. The Chair and Co-Chair shall be eligible for reelection for one additional consecutive term by majority vote of Board Membership. There shall not be automatic succession by virtue of holding an office.
5. A permanent vacancy of the Chair shall be filled by the Co-Chair for the remainder of the term. A permanent vacancy of the Co-Chair shall be filled for the remainder of the term by a majority vote of Board Membership at the next public meeting of the Board. The assumption of an unfinished term created by a permanent vacancy shall not render the succeeding officer ineligible for election or reelection to the (assumed) office. The Chair and Co-Chair will continue to hold office until their successors have been elected. The Chair or Co-Chair may be removed at any time by majority vote of Board Membership during a public meeting of the Board.
6. The duties of the Chair shall include (i) presiding over and ensuring the integrity of all meetings of the Board; (ii) calling special meetings of the Board as needed; (iii) assisting with the development of Board meeting agendas; (iv) executing official documents and instruments on behalf of the Board; and (v) fulfilling all other duties and obligations imposed and required by law. The Chair may delegate authority to execute documents and instruments on behalf of the Board to the Board Co-Chair and to the CEO.
7. To the extent permitted by law, the Board Chair may delegate to the CEO the authority to take any action or to perform any duty otherwise committed to the Board Chair.

8. The Co-Chair is authorized and obligated to perform the duties of the Chair during the absence or disability of the Chair, and to fulfill other duties as may be assigned by the Board Chair or otherwise required by law.
9. In the absence of the Chair and Co-Chair, a Chair *Pro tem* shall be elected by a majority vote of the Board members present at a Board meeting for the purpose of presiding over such meeting.

Ref.: § 1002.37, Fla. Stat.

Adopted: \_\_\_\_\_

Amended: \_\_\_\_\_

## **ARTICLE III** **BOARD MEETINGS**

### **3.1 PRESIDING OFFICIALS**

1. The Board Chair shall preside over all official meetings of the Board. In the absence of the Chair, the Board Co-Chair shall preside over such meetings.
2. The Board Chair and Co-Chair may delegate to the CEO and any other Board Member their authority to preside over an official meeting of the Board.
3. During an organizational meeting of the Board, the CEO shall preside as Chair until the organization of the Board is complete.

Ref.: §§ \_\_\_\_\_ ; 1002.37, Fla. Stat.

Adopted: \_\_\_\_\_

Amended: \_\_\_\_\_

### **3.2 NOTICE AND PUBLIC ACCESS**

1. There shall be no fewer than four (4) regular/quarterly meetings each fiscal year. The time and date of all regular quarterly meetings of the Board of Trustees shall be determined at the Board's annual organization meeting at the beginning of each fiscal year. Such meeting dates may be changed by action of the Board in accordance with Florida Law and Board Bylaws and Policies.
2. Special meetings may be called by the Board Chair or the CEO. The Clerk shall provide notice of all such meetings.

3. Workshop meetings may be called by the Board Chair, CEO, or a majority of Board Members for the purpose of discussing matters which constitute the business of FLVS or otherwise provide the Board with greater knowledge of particular issues.
4. The CEO will see to it that each Board Member is notified of all such meetings and workshops sufficiently in advance of the session to enable all members to arrange for their full participation and attendance.
5. With the exception of those meetings specified below, all Board meetings and workshops shall be open to the public and an opportunity to address the Board shall be provided to the public during regular and special meetings. The Board will not take public comment or questions at its workshop meetings.
6. No final action shall be taken by the Board at a workshop. Any such action may be taken by the Board only at a duly noticed regular or special meeting of the Board in strict compliance with section 286.011 of the Florida Statutes ("Government in the Sunshine Law").
7. Non-Public Meetings, Sunshine Law Exemptions – Pursuant to state and federal law, certain due process and disciplinary hearings and proceedings before the Board which concern individual students are closed and exempt from the Sunshine Law. Further, meetings between the School Board and its attorney(s) held pursuant to Florida Statute 286.011(8) are not open to the public. Finally, certain meetings concerning sealed competitive bids, risk management issues, and security plans and systems are exempt from the Sunshine Law.
8. Due public notice of all regular, special, and workshop meetings of the Board shall be provided. Except in the case of an emergency or other unavoidable and extraordinary circumstances, public notice of a regular Board meeting should be given seven (7) days prior to the meeting. In any event, for purposes of this policy, "due public notice" shall consist of a written publication of the date, time, and purpose of the meeting via the Florida Administrative Register and the FLVS website at least two (2) days prior to the meeting. Further, written notice of the date, time, and purpose of any meeting shall be posted at a publicly accessible location at the headquarters of the Florida Virtual School (i.e., the Virtual Learning Center ("VLC")), and shall be provided directly to each Board Member at least two (2) days prior to the meeting. The CEO and Board Clerk are responsible for dissemination of such notice to the Board of Trustees and to the public.
9. All Board meetings must be accessible to all members of the public, including persons with disabilities. Reasonable accommodations and methods through which persons with disabilities may request such

accommodations shall be provided.

*Ref.:* §§ 120.525, 286.011, 286.0113, 286.0105, 286.26, 768.28, Fla. Stat.; Article I, section 24(b), Fla. Const.; 20 U.S.C. § 1232, et. seq., Family Educational Rights and Privacy Act (“FERPA”); See also §§ 1001.372, 1002.22, 1002.221; 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.3 RULES OF ORDER**

1. All Board meetings shall proceed in accordance with Board Bylaws and Policies and shall be guided by the most current edition of *Robert’s Rules of Order*. Except when otherwise required by law or Board Bylaw or Policy, a simple majority of Board Members present at a meeting will carry all actions of the Board (assuming the establishment of a quorum).
2. The Board Chair, Co-Chair, or Chair Pro Tem presiding over a Board Meeting shall be responsible for maintaining decorum, order, and control of the meeting.

*Ref.:* §§ 1001.37; 1001.372, 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.4 AGENDA**

1. The CEO shall establish the agenda for Board meetings and workshops in collaboration with the Board Chair.
2. A Board Member may add items to a Board Meeting or Workshop agenda, so long as they do so at least two days prior to the meeting.
3. Prior to each Board meeting and workshop, and before publication of the corresponding agenda, the CEO shall review the agenda and backup materials for accuracy and completeness.
4. The agenda and all backup materials for a regular Board meeting shall be posted for the public seven (7) days prior to the meeting. Any subsequent amendments of the regular meeting agenda must be posted for the public as soon as practicable, but not less than forty-eight (48) hours prior to the meeting. The agenda for a special meeting or workshop shall be finalized and posted for the public as soon as practicable, but not less than forty-

eight (48) hours prior to such special meeting or workshop. After the agenda has been posted, changes may be made only upon approval of the Board member designated to preside over the meeting.

5. No action shall be taken by the Board on any matter unless it is shown as an item on the corresponding meeting agenda or an amendment thereto and the backup material adequate for an informed decision is delivered to Board members at least forty-eight (48) hours prior to the meeting at which action is to be taken. This provision shall not apply to matters which the Board determines, by a separate vote, to constitute an emergency item. For purposes of this policy, an “emergency item” exists when public health, safety, or welfare is endangered and requires immediate action of the Board.

*Ref.:*           §§ 1001.372; 1002.37, Fla. Stat.

*Adopted:*     \_\_\_\_\_

*Amended:*    \_\_\_\_\_

### **3.5 QUORUM**

1. Four Board Members shall constitute a quorum for any Board meeting.
2. No Board action shall take place and no Board business shall be transacted unless a quorum is present.

*Ref.:*           §§ 1001.372; 1001.41; 1002.37, Fla. Stat.

*Adopted:*     \_\_\_\_\_

*Amended:*    \_\_\_\_\_

### **3.6 VOTING**

1. Each Board member who is present at a Board meeting, hearing, or other proceeding shall vote on each item or matter properly presented to the Board for a decision, ruling, or other official action by the Board unless there is or appears to be a conflict of interest or voting conflict under sections 112.311, 112.313, 112.3141, 112.3143 and/or 112.316 of the Florida Statutes.
2. In the event that a conflict of interest or voting conflict arises, a Board Member may abstain from the vote, but shall comply with disclosure requirements imposed by section 112.3144 of the Florida Statutes.
3. If the official decision, ruling, or act occurs in the context of a quasi-judicial proceeding, a Board member may abstain from voting on such matter if the

abstention is to assure a fair proceeding free from potential bias or prejudice.

4. An affirmative vote of the full Board Membership is required for appointing or removing the CEO and the General Counsel.

*Ref.:* §§ 112.311, 112.313, 112.3141, 112.3143, 112.316, 286.012, 1001.41, 1001.42, 1001.372; 1001.41; 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.7 MINUTES**

1. The CEO shall keep and maintain all such minutes and records as are necessary to set forth clearly all official actions and proceedings of the Board. The minutes and records shall be kept and maintained as public records subject to the provisions of Chapter 119 of the Florida Statutes.
2. The minutes of the Board shall include an audio or audio/visual recording of the public meetings and proceedings of the Board. The official minutes shall also be kept as written action or summary minutes to include the date and time upon which the meeting or proceeding was called to order and adjourned, the names of the Board members in attendance (in person or via electronic means), a summary of motions, resolutions, or other matters before the Board, and votes cast by each Board Member.
3. It shall be the duty of each Board Member to see to it that both the matter and his or her vote thereon are properly recorded in the minutes. In the event that there is a technical malfunction in the preparation of audio or audio/visual recording of a public meeting, that fact shall be noted in the minutes. Any other matter may be made part of the official minutes by direction of the Chair, CEO, or a majority of Board Members. All recordings of Board meetings shall be made available to the public.

*Ref.:* §§ 1001.41, 1001.42, 1001.51, 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.8 CONDUCT AT MEETINGS**

1. All attendees and participants in any Board meeting are expected to act and speak in a courteous, professional, and respectful manner to each other. When necessary, the public shall be informed that it is unlawful to knowingly and substantially disrupt or interfere with public Board meetings.

2. The presiding officer may order the removal, from a public meeting held by the Board, of any person engaging in improper conduct interfering with the expeditious or orderly process of such meeting, provided such presiding officer has first issued a warning that continued interference with the orderly processes of the meeting will result in removal. Any law enforcement authority or a sergeant-at-arms designated by the presiding officer shall remove any person ordered removed pursuant to this provision and Florida law.

*Ref.:* §§ 1001.372, 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.9 PUBLIC COMMENT**

1. A member of the public who wishes to comment or speak about a matter on the agenda of a Board meeting shall, before the meeting begins or as soon as possible thereafter and using any speaker cards provided, submit in writing, his or her name, address, the name of any organization or group represented, and the agenda item number(s) or topic(s) which the speaker wishes to address.
2. A member of the public who is speaking on an agenda item shall be permitted to do so before the Board takes action on the agenda item.
3. At the discretion of the presiding officer, a member of the public may address the Board on a non-agenda item.
4. A time limit of two (2) minutes will be imposed on each public comment speaker unless the time is extended by the presiding officer. The Board will accept written comments beyond the time allotted.
5. Public comment requests (and speaker cards) shall not be accepted after the Board begins the discussion agenda.
6. Speaking time may not be “yielded” or given by one public speaker to another. Board Members and the CEO may ask questions of and request further explanation from the speaker. The time used by Board Members and the CEO for questions and explanations shall not be counted against the time allotted to the speaker pursuant to this policy.

*Ref.:* §§ 286.011(6), 286.0114, 1001.372, 1001.42, 1001.51, 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### 3.10 BOARD MEMBER MEETING ATTENDANCE

1. Board Members may remotely attend and participate in Board meetings and workshops by the use of telephonic and other electronic media.
2. In all instances, Board Members must be audible to all other Board Members and the public and must be able to hear all Board Member discussions and public speakers throughout the course of the Board meeting.

*Ref.:* §§ 1001.41(5); 1002.37, Fla. Stat.; Article IX, section 4(B), Fla. Const.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### 3.11 BOARD POLICIES

1. Board Policies may be amended or repealed, and a new policy may be adopted as hereinafter prescribed and pursuant to The Administrative Procedures Act in Chapter 120, Florida Statutes.
2. Unless an emergency exists, any proposal relating to the adoption, amendment, or repeal of any Board policy shall be presented to the Board, at which time each Board member shall receive a written copy and explanation of the proposal.
3. When the Board has determined that it will give due consideration to the proposed adoption, amendment, or repeal of a policy, the CEO shall give immediate and proper written notice of the proposal and a public hearing shall be advertised twenty-eight (28) days prior to the date of the hearing. The notice shall include a brief and concise explanation of the proposed policy change, its purpose and effect, estimated economic impact, the legal authority of the Board to take action on the proposed change, and sources from which the text of the proposed change may be obtained.
4. Any person who is substantially affected by the proposed change (as the term “substantially affected” is defined by Chapter 120 of the Florida Statutes), may, within twenty-one (21) days following the notice referenced in paragraph (1)(b) above, file a written request with the School Board seeking an administrative determination as to the validity of the proposed rule.
5. If the proposal is adopted by the Board, the CEO shall file a copy of any new or amended policy immediately in his or her office and amend policy handbooks accordingly.

6. A new or amended Board Policy shall become effective upon its adoption by the Board unless a later date is specified therein.
7. All Board Policies and Bylaws shall be reviewed with regularity by the CEO or his or her designee(s). The review shall be for the purpose of identifying and correcting deficiencies in Board policies, clarifying and simplifying policies, deleting obsolete, unnecessary, or redundant policies, and ensuring their compliance with statutory and other legal requirements.

*Ref.:* §§ 120.54; 120.57; 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.12 EMERGENCY BOARD POLICIES**

1. When it determines that the public health, safety, or welfare is endangered, and that immediate action is required, the Board may change or suspend any Board policy and temporarily disregard the notice and hearing requirements set forth above.
2. The CEO shall properly record the effective date of any such emergency policy. The emergency policy shall not be valid in excess of ninety (90) days from the effective date, absent extension of such period by the Board as authorized by law.
3. When an emergency policy is adopted and the Board determines that it should be permanent, the procedures prescribed in section one (1) above shall be followed and initiated at least sixty (60) days prior to the expiration of the emergency policy.

*Ref.:* §§ 120.54; 120.57; 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.13 ACCESS TO BOARD POLICIES AND BYLAWS**

1. A hard copy set of the Board Policies and Bylaws shall be available for inspection upon request made to the CEO or his or her designee(s). Electronic copies shall be available through the FLVS website.

*Ref.:* §§ 120.536; 120.54; 1001.41; 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

**ARTICLE IV**  
**CHIEF EXECUTIVE OFFICER**

**4.1 GENERAL POWERS OF THE CHIEF EXECUTIVE OFFICER**

1. The President and Chief Executive Officer (“CEO”) is the Corporate Secretary of the Board and is authorized to exercise all powers customarily vested in the highest-ranking executive officer of an agency and body corporate of the State of Florida subject to limitations and requirements prescribed by Board Policy and the laws and Constitutions of the State of Florida and the United States of America.
2. The CEO serves as the principal liaison officer and official contact between the Board and the faculty, staff, and students of the Florida Virtual School.
3. Notwithstanding any Board Policy or any Board or organizational procedure or practice to the contrary, the CEO 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 CEO deems appropriate or necessary to effectively and efficiently administer the daily operations and activities of the Florida Virtual School. However, the CEO shall regularly report operational and business activities to the Board.
4. The CEO is authorized to issue such executive and administrative orders, directives, procedures, and other materials as the CEO deems necessary to carry out the purposes and intent of section 1002.37 of the Florida Statutes. To the extent that such orders, directives, procedures, and materials are not inconsistent with Board Policies and applicable state and federal laws, the same shall be effective and binding upon all affected FLVS personnel, students, and stakeholders.
5. In the absence of any Board Policy, Bylaw, law, or regulation which limits or prescribes the authority of the CEO in a given situation, the CEO is authorized to take any lawful action which the CEO deems prudent and necessary to properly and effectively operate the Florida Virtual School and discharge the duties of the CEO.

*Ref.:*            § 1002.37, Fla. Stat.

*Adopted:*       \_\_\_\_\_

*Amended:*      \_\_\_\_\_

**4.2 GENERAL DUTIES OF THE CHIEF EXECUTIVE OFFICER**

1. The CEO is principally responsible for promoting, supporting, and

protecting the interests and welfare of Florida Virtual School students and personnel.

2. The CEO shall manage and direct all educational, financial, business, and administrative affairs and functions of FLVS, and shall perform all duties and obligations as may be assigned or delegated to the CEO in accordance with Board Policy and applicable state and federal laws and regulations.
3. The CEO shall develop all Board Meeting agendas in consultation with the Board Chair.
4. The CEO shall be responsible for providing public notice of Board meetings in a manner consistent with Chapter 286 of the Florida Statutes.
5. The CEO shall be responsible for recording and maintaining the minutes of all Board meetings.
6. The CEO shall take reasonable and customary measures to ensure the integrity, accuracy, security, and preservation of all official records of the Board and the organization.
7. The CEO shall preside over each organizational meeting of the Board.

*Ref.:* § 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

# CURRENT ADOPTED BYLAWS

# **FLORIDA VIRTUAL SCHOOL BOARD OF TRUSTEES**

## **BYLAWS**

Adopted: 04/08/2016  
Revised: 08/01/2017

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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.

\_\_\_\_\_

**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

# PROPOSED REVISED BYLAWS

Updated **December 15, 2020** (post-workshop; DJD)

## **BYLAWS OF THE FLORIDA VIRTUAL SCHOOL BOARD OF TRUSTEES**

*(Replacing current version; Integrating FDOE Recommendations & OGC Edits)*

### **PREAMBLE**

In 2019, the Governor of Florida signed into law Senate Bill 2502 (“SB 2502”). See Chapter 2019-116, §12, *Laws of Florida*. In part, SB 2502 required a comprehensive audit of the Florida Virtual School (“FLVS”) and designated the Florida State Board of Education to temporarily serve as the FLVS Board of Trustees. The Bill also required the Florida Department of Education (“FDOE”) to provide written recommendations with respect to the governance and structural operations of FLVS to the Governor, the Senate President, and the House Speaker. The FDOE issued its *Recommendations Regarding the Governance, Operation, and Organization of the Florida Virtual School* (“Recommendations”) on November 1, 2019. The Recommendations were shared with and embraced by the State Board of Education, which concluded its temporary service as the Board of Trustees on June 30, 2020.

It is the overriding intention of the successor Board of Trustees to successfully build upon the substantial efforts the Governor, Legislature, State Board of Education, Commissioner of Education, and scores of FLVS and FDOE officials and personnel have devoted to our organization over the course of years to continuously improve upon the vital, world-class educational services which FLVS offers to students and families throughout and beyond the State of Florida. To that end, these Bylaws have been developed and should be construed in such a manner as to harmonize with, advance, and realize the above-referenced FDOE Recommendations.

### **ARTICLE I** **PURPOSE**

#### **1.1 PURPOSE**

The Bylaws herein contained are intended to assist the Florida Virtual School Board of Trustees (“the Board”) in the faithful discharge of its duties and to enhance the overall effectiveness and efficiency of the Florida Virtual School.

#### **1.2 APPLICABILITY**

These Bylaws apply to the Board, each of its Members, the President and Chief Executive Officer (“CEO”) of FLVS, and all other FLVS officials, personnel, and representatives as herein specified. Further, the Bylaws shall apply and be construed in a manner consistent with the laws and Constitutions of the State of Florida and the United States of America.

### 1.3 TECHNICAL ALTERATIONS

The CEO is authorized to renumber, reformat, divide, consolidate, and make technical alterations and grammatical corrections to Board Bylaws and Policies to the extent that such alterations and corrections do not change their substance and material terms.

*Ref.:* §§ 11.242; 120.54, 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

## **ARTICLE II** **THE BOARD**

### 2.1 NAME AND SEAL

1. The Board is officially known and operated under the name of “The Florida Virtual School Board of Trustees.”
2. The Board shall have a corporate seal on which shall be inscribed “The Florida Virtual School.” The corporate seal shall be used only in connection with the transaction of official business of the Board and Florida Virtual School.

*Ref.:* § 1002.37 Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### 2.2 COMPOSITION OF THE BOARD

1. The Board is comprised of seven members who are appointed by the Governor of Florida to four-year staggered terms. No Board Member shall serve for a period longer than two consecutive four-year terms.
2. At all times, there shall be one Board Member serving as Chair, and one Board Member serving as Co-Chair of the Board.

*Ref.:* § 1002.37 Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

## 2.3 GENERAL POWERS OF THE BOARD

1. The authority and powers of the Board are derived from and principally prescribed by section 1002.37 of the Florida Statutes—the enabling statute of the Florida Virtual School. Accordingly, the Board may exercise all powers enumerated in section 1002.37, and may perform or direct the performance of any lawful action or other measure which the Board deems necessary to carry out the purposes of the statute. The authority of the Board is otherwise subject to, and shall be consistent with, the laws and Constitutions of the State of Florida and the United States of America.
2. The Board is the exclusive governing body of the Florida Virtual School, an institution which serves as one of four components for the delivery of public education within the Florida K-20 education system.
3. The Board is a public agency and body corporate of the State of Florida, with all the powers of a body corporate and such authority as is needed for the proper operation and improvement of the Florida Virtual School. As such, the Board has the power to enter into contracts; to sue and be sued; to acquire, possess, and transact real, personal, tangible, and intangible property; and to hold and transact for the benefit of the Florida Virtual School any grant or donation of monies, property, or other things of value to the organization.
4. The authority and powers of the Board do not extend to the day-to-day operations of the Florida Virtual School or to the implementation of Board Policies.
5. With respect to the procurement of goods and services by the Florida Virtual School, the authority and role of the Board shall be limited such that, consistent with Board Policy, the CEO has exclusive authority to approve and execute on behalf of FLVS all contracts and agreements for the purchase or delivery of goods and services, the value of which does not exceed \$300,000 per fiscal year.
6. To the extent permitted by law, the Board may delegate to the CEO its authority to undertake any action and to perform any duty otherwise committed to the Board.

*Ref:* §§ 1000.04, 1001.40, 1001.41, 1001.42, 1001.4205, 1001.43(10), 1012.22, 1012.23, 1012.26; 1002.37, *Fla. Stat.*; SB 2502(12), Chapter 2019-116, *Fla. Laws*

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

## **2.4 GENERAL DUTIES OF THE BOARD**

1. The Board shall perform or direct the performance of any duties and obligations imposed upon the Board by law, including those obligations and duties enumerated in section 1002.37 of the Florida Statutes.
2. The Board is chiefly responsible for budgetary and fiscal oversight of the Florida Virtual School and the development of policies which the Board finds necessary and appropriate for the proper administration and general improvement of the Florida Virtual School.
3. Prior to its performance of any final or official action, including the adoption of any Board Policy, the Board shall consult with and consider the recommendations of the CEO of the Florida Virtual School.
4. The Board shall endeavor to avoid and limit individual communications with FLVS staff members which bear upon official business of the Board or the organization. Accordingly, it shall be the custom and practice of the Board to channel all such communications to the CEO and to consider the CEO as a conduit for such communications. This provision is not intended and shall not be construed or applied to deny staff members or other individuals of any legally protected right or privilege, including any rights to free speech and to petition the government.
5. The Board shall select and appoint a President and CEO from outside its own membership who shall be responsible for the proper operation, management, performance, and fiscal accountability of the Florida Virtual School. The Board shall provide a written contract for the CEO.
6. The Board shall select and appoint an attorney from outside its own membership, who shall serve as General Counsel and chief legal advisor to the Board and the CEO. The Board shall provide a written contract for the General Counsel.
7. In any lawsuit or administrative proceeding against the Florida Virtual School, the Board of Trustees, any Board Member, or any official or employee of the Florida Virtual School where service of process is required, such service shall be made on the Board Chair, or in the Chair's absence, the Board Co-Chair, or in the Co-Chair's absence, the CEO. The Board Chair, Co-Chair, and CEO may designate personnel within the FLVS Office of General Counsel to receive service of process in their absence.
8. The Board shall take reasonable measures to ensure that Board Member vacancies are promptly reported to the Governor of Florida such that the Governor may appoint an individual to fill the vacant position.

Ref: § 1002.37, Fla. Stat.; SB 2502(12), Chapter 2019-116, Fla. Laws; see also § 1000.04, 1001.33, 1001.40, 1001.41, 1001.42, 1001.4205, 1001.43(10), 1012.22, 1012.23, 1012.26.

Adopted: \_\_\_\_\_

Amended: \_\_\_\_\_

## **2.5 GENERAL POWERS OF BOARD MEMBERS**

1. Board Members are public officers of the State of Florida who are entitled to sovereign immunity in accordance with Chapter 768 of the Florida Statutes.
2. Board Members shall be authorized to serve for the term specified in their appointment. Board Members shall serve without compensation, but shall be entitled to reimbursement for official travel, per diem, and such other expenses to the extent permitted by Chapter 112 of the Florida Statutes and Board Policy.
3. To the extent permitted by law, Board Members are authorized to receive reimbursement of reasonable costs and fees to participate in professional conferences and training programs pertinent to their respective roles and duties. The CEO shall include an amount in each proposed annual budget to cover expenses of participation in such activities by Board Members.
4. Individual Board Members lack legal authority to bind or take any official action for or on behalf of the Board of Trustees, the Florida Virtual School, or any officials, personnel, or authorized representatives of the Florida Virtual School. The Board and FLVS shall not be bound by any action or statement of an individual Board Member except when such action is taken or such statement made pursuant to official and specific instruction of the Board.
5. Board Member authority and powers do not extend to the day-to-day operations of the Florida Virtual School or to the execution or implementation of Board Policies.
6. Each Board Member is entitled to information and data reasonably necessary to properly cast an informed vote on any matter which comes before the Board for official action. To the extent that a Board Member requires additional information, data, or materials from FLVS to properly exercise their official duties, such Board Member shall endeavor to consult with and direct associated requests to the CEO before they directly contact and collect such additional information, data, or materials from staff members, representatives, or agents of FLVS.
7. Board Members shall be bonded as provided by law.

8. No Board Member may have a direct or indirect interest in any business; engage in any business transaction, contractual relationship, or professional activity; or undertake any obligation of any nature which conflicts with or obstructs the proper discharge of Board Member duties and fiduciary obligations or otherwise raises the appearance of impropriety on the part of a Board Member. No Board Member may directly or indirectly rent, lease, sell, or otherwise convey any service, realty, or tangible or intangible personal property or goods to FLVS or its affiliated organizations. Further, no Board Member shall participate in the preparation, development, or preliminary evaluation of any competitive solicitation or purchase request of the Florida Virtual School. Finally, no Board Member shall permit the sale, lease, or other transaction of any goods or services to FLVS by or through a member of his or her family or any business entity in which the Board Member or family member has a material interest or direct or indirect ownership.

*Ref.:* §§ 112.061; 112.311—112.3251; 120.54, 1001.39; 1002.37, Fla. Stat.,

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

## **2.6 GENERAL DUTIES OF BOARD MEMBERS**

1. Board Members shall bear a fiduciary duty to the Florida Virtual School.
2. Board Members shall perform all duties and obligations imposed upon them by section 1002.37 of the Florida Statutes, and shall comply with and perform all duties and obligations imposed by the laws and Constitutions of the State of Florida and the United States of America.
3. Board Members shall uphold and comply with Board Bylaws and Policies, and with the Code of Ethics for Public Officers and Employees of the State of Florida as set forth in Chapter 112 of the Florida Statutes.
4. Board Members shall disclose and attempt to avoid or otherwise resolve potential conflicts of interest and ethical concerns in accordance with the Code of Ethics for Public Officers and Employees of the State of Florida.
5. Any written or verbal grievance or complaint received by or registered with a Board Member concerning official business of the Florida Virtual School or its personnel shall be conveyed to the CEO in a reasonably prompt and discrete manner.
6. A Board Member may not knowingly sign and transmit to any State official a report of alleged misconduct by FLVS personnel which the Board Member knows to be false or incorrect.

*Ref.:* §§ 112.061; 112.311—112.3251; 120.54; 1001.42; 1002.37, Fla. Stat.;  
*Article II, Section 8 of the Florida Constitution.*

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

## **2.7 BOARD OFFICERS**

1. The Officers of the Board shall be the Board Chair and Co-Chair.
2. The Board Chair and Co-Chair shall be elected by majority vote of Board Membership during a public meeting of the Board. The election of a Chair and Co-Chair shall take place at or prior to the first regularly scheduled meeting of the Board for the fiscal year.
3. The Officers shall serve for a one-year term to begin immediately upon election.
4. The Chair and Co-Chair shall be eligible for reelection for one additional consecutive term by majority vote of Board Membership. There shall not be automatic succession by virtue of holding an office.
5. A permanent vacancy of the Chair shall be filled by the Co-Chair for the remainder of the term. A permanent vacancy of the Co-Chair shall be filled for the remainder of the term by a majority vote of Board Membership at the next public meeting of the Board. The assumption of an unfinished term created by a permanent vacancy shall not render the succeeding officer ineligible for election or reelection to the (assumed) office. The Chair and Co-Chair will continue to hold office until their successors have been elected. The Chair or Co-Chair may be removed at any time by majority vote of Board Membership during a public meeting of the Board.
6. The duties of the Chair shall include (i) presiding over and ensuring the integrity of all meetings of the Board; (ii) calling special meetings of the Board as needed; (iii) assisting with the development of Board meeting agendas; (iv) executing official documents and instruments on behalf of the Board; and (v) fulfilling all other duties and obligations imposed and required by law. The Chair may delegate authority to execute documents and instruments on behalf of the Board to the Board Co-Chair and to the CEO.
7. To the extent permitted by law, the Board Chair may delegate to the CEO the authority to take any action or to perform any duty otherwise committed to the Board Chair.

8. The Co-Chair is authorized and obligated to perform the duties of the Chair during the absence or disability of the Chair, and to fulfill other duties as may be assigned by the Board Chair or otherwise required by law.
9. In the absence of the Chair and Co-Chair, a Chair *Pro tem* shall be elected by a majority vote of the Board members present at a Board meeting for the purpose of presiding over such meeting.

Ref.: § 1002.37, Fla. Stat.

Adopted: \_\_\_\_\_

Amended: \_\_\_\_\_

## **ARTICLE III** **BOARD MEETINGS**

### **3.1 PRESIDING OFFICIALS**

1. The Board Chair shall preside over all official meetings of the Board. In the absence of the Chair, the Board Co-Chair shall preside over such meetings.
2. The Board Chair and Co-Chair may delegate to the CEO and any other Board Member their authority to preside over an official meeting of the Board.
3. During an organizational meeting of the Board, the CEO shall preside as Chair until the organization of the Board is complete.

Ref.: §§ \_\_\_\_\_ ; 1002.37, Fla. Stat.

Adopted: \_\_\_\_\_

Amended: \_\_\_\_\_

### **3.2 NOTICE AND PUBLIC ACCESS**

1. There shall be no fewer than four (4) regular/quarterly meetings each fiscal year. The time and date of all regular quarterly meetings of the Board of Trustees shall be determined at the Board's annual organization meeting at the beginning of each fiscal year. Such meeting dates may be changed by action of the Board in accordance with Florida Law and Board Bylaws and Policies.
2. Special meetings may be called by the Board Chair or the CEO. The Clerk shall provide notice of all such meetings.

3. Workshop meetings may be called by the Board Chair, CEO, or a majority of Board Members for the purpose of discussing matters which constitute the business of FLVS or otherwise provide the Board with greater knowledge of particular issues.
4. The CEO will see to it that each Board Member is notified of all such meetings and workshops sufficiently in advance of the session to enable all members to arrange for their full participation and attendance.
5. With the exception of those meetings specified below, all Board meetings and workshops shall be open to the public and an opportunity to address the Board shall be provided to the public during regular and special meetings. The Board will not take public comment or questions at its workshop meetings.
6. No final action shall be taken by the Board at a workshop. Any such action may be taken by the Board only at a duly noticed regular or special meeting of the Board in strict compliance with section 286.011 of the Florida Statutes ("Government in the Sunshine Law").
7. Non-Public Meetings, Sunshine Law Exemptions – Pursuant to state and federal law, certain due process and disciplinary hearings and proceedings before the Board which concern individual students are closed and exempt from the Sunshine Law. Further, meetings between the School Board and its attorney(s) held pursuant to Florida Statute 286.011(8) are not open to the public. Finally, certain meetings concerning sealed competitive bids, risk management issues, and security plans and systems are exempt from the Sunshine Law.
8. Due public notice of all regular, special, and workshop meetings of the Board shall be provided. Except in the case of an emergency or other unavoidable and extraordinary circumstances, public notice of a regular Board meeting should be given seven (7) days prior to the meeting. In any event, for purposes of this policy, "due public notice" shall consist of a written publication of the date, time, and purpose of the meeting via the Florida Administrative Register and the FLVS website at least two (2) days prior to the meeting. Further, written notice of the date, time, and purpose of any meeting shall be posted at a publicly accessible location at the headquarters of the Florida Virtual School (i.e., the Virtual Learning Center ("VLC")), and shall be provided directly to each Board Member at least two (2) days prior to the meeting. The CEO and Board Clerk are responsible for dissemination of such notice to the Board of Trustees and to the public.
9. All Board meetings must be accessible to all members of the public, including persons with disabilities. Reasonable accommodations and methods through which persons with disabilities may request such

accommodations shall be provided.

*Ref.:* §§ 120.525, 286.011, 286.0113, 286.0105, 286.26, 768.28, Fla. Stat.; Article I, section 24(b), Fla. Const.; 20 U.S.C. § 1232, et. seq., Family Educational Rights and Privacy Act (“FERPA”); See also §§ 1001.372, 1002.22, 1002.221; 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.3 RULES OF ORDER**

1. All Board meetings shall proceed in accordance with Board Bylaws and Policies and shall be guided by the most current edition of *Robert’s Rules of Order*. Except when otherwise required by law or Board Bylaw or Policy, a simple majority of Board Members present at a meeting will carry all actions of the Board (assuming the establishment of a quorum).
2. The Board Chair, Co-Chair, or Chair Pro Tem presiding over a Board Meeting shall be responsible for maintaining decorum, order, and control of the meeting.

*Ref.:* §§ 1001.37; 1001.372, 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.4 AGENDA**

1. The CEO shall establish the agenda for Board meetings and workshops in collaboration with the Board Chair.
2. A Board Member may add items to a Board Meeting or Workshop agenda, so long as they do so at least two days prior to the meeting.
3. Prior to each Board meeting and workshop, and before publication of the corresponding agenda, the CEO shall review the agenda and backup materials for accuracy and completeness.
4. The agenda and all backup materials for a regular Board meeting shall be posted for the public seven (7) days prior to the meeting. Any subsequent amendments of the regular meeting agenda must be posted for the public as soon as practicable, but not less than forty-eight (48) hours prior to the meeting. The agenda for a special meeting or workshop shall be finalized and posted for the public as soon as practicable, but not less than forty-

eight (48) hours prior to such special meeting or workshop. After the agenda has been posted, changes may be made only upon approval of the Board member designated to preside over the meeting.

5. No action shall be taken by the Board on any matter unless it is shown as an item on the corresponding meeting agenda or an amendment thereto and the backup material adequate for an informed decision is delivered to Board members at least forty-eight (48) hours prior to the meeting at which action is to be taken. This provision shall not apply to matters which the Board determines, by a separate vote, to constitute an emergency item. For purposes of this policy, an “emergency item” exists when public health, safety, or welfare is endangered and requires immediate action of the Board.

*Ref.:*           §§ 1001.372; 1002.37, Fla. Stat.

*Adopted:*     \_\_\_\_\_

*Amended:*    \_\_\_\_\_

### **3.5 QUORUM**

1. Four Board Members shall constitute a quorum for any Board meeting.
2. No Board action shall take place and no Board business shall be transacted unless a quorum is present.

*Ref.:*           §§ 1001.372; 1001.41; 1002.37, Fla. Stat.

*Adopted:*     \_\_\_\_\_

*Amended:*    \_\_\_\_\_

### **3.6 VOTING**

1. Each Board member who is present at a Board meeting, hearing, or other proceeding shall vote on each item or matter properly presented to the Board for a decision, ruling, or other official action by the Board unless there is or appears to be a conflict of interest or voting conflict under sections 112.311, 112.313, 112.3141, 112.3143 and/or 112.316 of the Florida Statutes.
2. In the event that a conflict of interest or voting conflict arises, a Board Member may abstain from the vote, but shall comply with disclosure requirements imposed by section 112.3144 of the Florida Statutes.
3. If the official decision, ruling, or act occurs in the context of a quasi-judicial proceeding, a Board member may abstain from voting on such matter if the

abstention is to assure a fair proceeding free from potential bias or prejudice.

4. An affirmative vote of the full Board Membership is required for appointing or removing the CEO and the General Counsel.

*Ref.:* §§ 112.311, 112.313, 112.3141, 112.3143, 112.316, 286.012, 1001.41, 1001.42, 1001.372; 1001.41; 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.7 MINUTES**

1. The CEO shall keep and maintain all such minutes and records as are necessary to set forth clearly all official actions and proceedings of the Board. The minutes and records shall be kept and maintained as public records subject to the provisions of Chapter 119 of the Florida Statutes.
2. The minutes of the Board shall include an audio or audio/visual recording of the public meetings and proceedings of the Board. The official minutes shall also be kept as written action or summary minutes to include the date and time upon which the meeting or proceeding was called to order and adjourned, the names of the Board members in attendance (in person or via electronic means), a summary of motions, resolutions, or other matters before the Board, and votes cast by each Board Member.
3. It shall be the duty of each Board Member to see to it that both the matter and his or her vote thereon are properly recorded in the minutes. In the event that there is a technical malfunction in the preparation of audio or audio/visual recording of a public meeting, that fact shall be noted in the minutes. Any other matter may be made part of the official minutes by direction of the Chair, CEO, or a majority of Board Members. All recordings of Board meetings shall be made available to the public.

*Ref.:* §§ 1001.41, 1001.42, 1001.51, 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.8 CONDUCT AT MEETINGS**

1. All attendees and participants in any Board meeting are expected to act and speak in a courteous, professional, and respectful manner to each other. When necessary, the public shall be informed that it is unlawful to knowingly and substantially disrupt or interfere with public Board meetings.

2. The presiding officer may order the removal, from a public meeting held by the Board, of any person engaging in improper conduct interfering with the expeditious or orderly process of such meeting, provided such presiding officer has first issued a warning that continued interference with the orderly processes of the meeting will result in removal. Any law enforcement authority or a sergeant-at-arms designated by the presiding officer shall remove any person ordered removed pursuant to this provision and Florida law.

*Ref.:* §§ 1001.372, 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.9 PUBLIC COMMENT**

1. A member of the public who wishes to comment or speak about a matter on the agenda of a Board meeting shall, before the meeting begins or as soon as possible thereafter and using any speaker cards provided, submit in writing, his or her name, address, the name of any organization or group represented, and the agenda item number(s) or topic(s) which the speaker wishes to address.
2. A member of the public who is speaking on an agenda item shall be permitted to do so before the Board takes action on the agenda item.
3. At the discretion of the presiding officer, a member of the public may address the Board on a non-agenda item.
4. A time limit of two (2) minutes will be imposed on each public comment speaker unless the time is extended by the presiding officer. The Board will accept written comments beyond the time allotted.
5. Public comment requests (and speaker cards) shall not be accepted after the Board begins the discussion agenda.
6. Speaking time may not be “yielded” or given by one public speaker to another. Board Members and the CEO may ask questions of and request further explanation from the speaker. The time used by Board Members and the CEO for questions and explanations shall not be counted against the time allotted to the speaker pursuant to this policy.

*Ref.:* §§ 286.011(6), 286.0114, 1001.372, 1001.42, 1001.51, 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### 3.10 BOARD MEMBER MEETING ATTENDANCE

1. Board Members may remotely attend and participate in Board meetings and workshops by the use of telephonic and other electronic media.
2. In all instances, Board Members must be audible to all other Board Members and the public and must be able to hear all Board Member discussions and public speakers throughout the course of the Board meeting.

*Ref.:* §§ 1001.41(5); 1002.37, Fla. Stat.; Article IX, section 4(B), Fla. Const.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### 3.11 BOARD POLICIES

1. Board Policies may be amended or repealed, and a new policy may be adopted as hereinafter prescribed and pursuant to The Administrative Procedures Act in Chapter 120, Florida Statutes.
2. Unless an emergency exists, any proposal relating to the adoption, amendment, or repeal of any Board policy shall be presented to the Board, at which time each Board member shall receive a written copy and explanation of the proposal.
3. When the Board has determined that it will give due consideration to the proposed adoption, amendment, or repeal of a policy, the CEO shall give immediate and proper written notice of the proposal and a public hearing shall be advertised twenty-eight (28) days prior to the date of the hearing. The notice shall include a brief and concise explanation of the proposed policy change, its purpose and effect, estimated economic impact, the legal authority of the Board to take action on the proposed change, and sources from which the text of the proposed change may be obtained.
4. Any person who is substantially affected by the proposed change (as the term "substantially affected" is defined by Chapter 120 of the Florida Statutes), may, within twenty-one (21) days following the notice referenced in paragraph (1)(b) above, file a written request with the School Board seeking an administrative determination as to the validity of the proposed rule.
5. If the proposal is adopted by the Board, the CEO shall file a copy of any new or amended policy immediately in his or her office and amend policy handbooks accordingly.

6. A new or amended Board Policy shall become effective upon its adoption by the Board unless a later date is specified therein.
7. All Board Policies and Bylaws shall be reviewed with regularity by the CEO or his or her designee(s). The review shall be for the purpose of identifying and correcting deficiencies in Board policies, clarifying and simplifying policies, deleting obsolete, unnecessary, or redundant policies, and ensuring their compliance with statutory and other legal requirements.

*Ref.:* §§ 120.54; 120.57; 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.12 EMERGENCY BOARD POLICIES**

1. When it determines that the public health, safety, or welfare is endangered, and that immediate action is required, the Board may change or suspend any Board policy and temporarily disregard the notice and hearing requirements set forth above.
2. The CEO shall properly record the effective date of any such emergency policy. The emergency policy shall not be valid in excess of ninety (90) days from the effective date, absent extension of such period by the Board as authorized by law.
3. When an emergency policy is adopted and the Board determines that it should be permanent, the procedures prescribed in section one (1) above shall be followed and initiated at least sixty (60) days prior to the expiration of the emergency policy.

*Ref.:* §§ 120.54; 120.57; 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

### **3.13 ACCESS TO BOARD POLICIES AND BYLAWS**

1. A hard copy set of the Board Policies and Bylaws shall be available for inspection upon request made to the CEO or his or her designee(s). Electronic copies shall be available through the FLVS website.

*Ref.:* §§ 120.536; 120.54; 1001.41; 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

**ARTICLE IV**  
**CHIEF EXECUTIVE OFFICER**

**4.1 GENERAL POWERS OF THE CHIEF EXECUTIVE OFFICER**

1. The President and Chief Executive Officer (“CEO”) is the Corporate Secretary of the Board and is authorized to exercise all powers customarily vested in the highest-ranking executive officer of an agency and body corporate of the State of Florida subject to limitations and requirements prescribed by Board Policy and the laws and Constitutions of the State of Florida and the United States of America.
2. The CEO serves as the principal liaison officer and official contact between the Board and the faculty, staff, and students of the Florida Virtual School.
3. Notwithstanding any Board Policy or any Board or organizational procedure or practice to the contrary, the CEO 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 CEO deems appropriate or necessary to effectively and efficiently administer the daily operations and activities of the Florida Virtual School. However, the CEO shall regularly report operational and business activities to the Board.
4. The CEO is authorized to issue such executive and administrative orders, directives, procedures, and other materials as the CEO deems necessary to carry out the purposes and intent of section 1002.37 of the Florida Statutes. To the extent that such orders, directives, procedures, and materials are not inconsistent with Board Policies and applicable state and federal laws, the same shall be effective and binding upon all affected FLVS personnel, students, and stakeholders.
5. In the absence of any Board Policy, Bylaw, law, or regulation which limits or prescribes the authority of the CEO in a given situation, the CEO is authorized to take any lawful action which the CEO deems prudent and necessary to properly and effectively operate the Florida Virtual School and discharge the duties of the CEO.

*Ref.:* § 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

**4.2 GENERAL DUTIES OF THE CHIEF EXECUTIVE OFFICER**

1. The CEO is principally responsible for promoting, supporting, and

protecting the interests and welfare of Florida Virtual School students and personnel.

2. The CEO shall manage and direct all educational, financial, business, and administrative affairs and functions of FLVS, and shall perform all duties and obligations as may be assigned or delegated to the CEO in accordance with Board Policy and applicable state and federal laws and regulations.
3. The CEO shall develop all Board Meeting agendas in consultation with the Board Chair.
4. The CEO shall be responsible for providing public notice of Board meetings in a manner consistent with Chapter 286 of the Florida Statutes.
5. The CEO shall be responsible for recording and maintaining the minutes of all Board meetings.
6. The CEO shall take reasonable and customary measures to ensure the integrity, accuracy, security, and preservation of all official records of the Board and the organization.
7. The CEO shall preside over each organizational meeting of the Board.

*Ref.:* § 1002.37, Fla. Stat.

*Adopted:* \_\_\_\_\_

*Amended:* \_\_\_\_\_

# CURRENT ADOPTED BYLAWS

# **FLORIDA VIRTUAL SCHOOL BOARD OF TRUSTEES**

## **BYLAWS**

Adopted: 04/08/2016  
Revised: 08/01/2017

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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.

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**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