



REVIEWED AND AMENDED BY-LAWS OF
UNITED CEREBRAL PALSY OF SOUTH FLORIDA CHARTER SCHOOLS, INC.
D/B/A UNITED COMMUNITY OPTIONS OF SOUTH FLORIDA CHARTER SCHOOLS
D/B/A EARLY BEGINNINGS ACADEMY

ARTICLE I

Name and Purposes

Section 1. Name and Territory

The name of this organization shall be the United Cerebral Palsy of South Florida Charter Schools, Inc., doing business as (d/b/a) United Community Options of South Florida Charter Schools and doing business as (d/b/a) Early Beginnings Academy and its service area shall include all of Miami-Dade, Monroe, Broward and Palm Beach Counties, Florida.

Section 2. Mission

The mission of this organization is to positively impact the quality of life for children and adults with disabilities, as well as typically developing children, and their families by providing a wide array of quality supports, services and programs that offer choices and options to assist each person in creating their own future based on personal goals and desires.

The mission of this organization shall be achieved through advocacy at the local, state and national level, direct provision of services, community education programs, and ongoing focus on enhancing the quality of our supports and programs. Further, to support the mission of the organization, the organization shall receive, by gift or from the use of its facilities, or otherwise, funds and other property to hold, use, maintain, lease, give, donate, pledge, encumber, convey, or otherwise dispose or apply and disburse its funds and other property for the purposes herein specified. Finally, the mission of this organization shall be supported by cooperation with governmental and private agencies concerned with the welfare of people with disabilities and typically developing children and adolescents in accordance with and in the furtherance of the policies of the Corporation and to take any action which will promote any and all of the foregoing activities.

Section 3. Common Goal

The Corporation has a common goal that strives to enable children and adults with disabilities as

well as typically developing children and adolescents and their families, to reach their greatest potential and achieve rewarding and productive lives as fully participating and contributing members of their communities.

Section 4. Compliances with the Civil Rights Act

The Corporation will operate and conduct all business and affairs in accordance with the regulations of Title VI of the 1964 Civil Rights Act.

Section 5. Compliance on Affirmative Action

The Corporation has an Affirmative Action Plan establishing that the best qualified persons available are selected for position assignments without prejudice or discrimination by reason of race, color, sex, age, religious belief, national origin, physical or mental handicap.

ARTICLE II

Board of Directors

This Corporation shall be governed by the Board of Directors, consisting of not less than three (3) members nor more than ten (10) members.

Section 1.

The Secretary of the Board shall at all times keep a complete and accurate list and record of all members, which list shall show the last known address of each member.

Section 2.

The Board of Directors shall have full discretionary power to expel any member for any action inconsistent with the purposes for which this Corporation has been formed or which in the Board of Director's discretion is contrary to the best interest of the Corporation.

Section 3.

The Board of Directors shall be elected at the annual meeting of the Members of the Corporation and shall serve a term of one year.

Section 4.

The Chairman shall preside at all meetings of the members and shall be charged with the general supervision of the Corporation, its operation and the enforcement of rules and regulations and perform such other duties as may be prescribed in these By-Laws. The Chairman may, if present, designate any other Director to preside at any such meeting. The Vice Chairman shall perform the duties of the Chairman in his/her absence, provided that the Vice Chairman shall not preside at any meeting where the Chairman shall have designated some other Director to preside. The Secretary shall keep or appoint an executive staff person to keep the minutes of all meetings of the Board of Directors.

Section 5.

The specific roles and responsibilities of the Board of Directors include: (a) choosing and evaluating the Principal, Educational Service Provider/Management Agreement with United Cerebral Palsy Association of Miami Inc., d/b/a United Community Options of Miami and the corporation; (b) reviewing and approving the annual budget; (c) ratifying policy decisions such as facilities, personnel policies, student code of conduct and disciplinary policy, curriculum and charter agreement; (d) strategic long range planning; (e) hearing unresolved grievances from parents and staff.

Section 6.

This policy recognizes that both, real and apparent, conflicts of interest or dualities of interest sometimes occur in the course of conducting daily business. This policy of conflict of interest refers only to

personal, proprietary interest of the persons covered by this policy and their immediate families. No Board member will receive compensation, directly or indirectly from the Charter School's operations.

Section 7.

Board members must be fingerprinted within 30 days of their appointment. The Board will dismiss Board members whose fingerprint checks results reveal non-compliance with standards of good moral character.

ARTICLE III

Meetings

Section 1.

The annual meeting of the members of the Board of Directors of the Corporation shall be held in June each year, at such time and place as shall be specified in the notice of such meeting.

Section 2.

Notice of the time and place of the annual meeting of the Board of Directors and all Board and special meetings shall be given to each member of the Corporation one week (7 days prior to said meeting), a notice thereof addressed to his/her last known post office address and/or via electronic mail. Notices of all board meetings will be posted at the Charter School, at the locations of the meeting and the M-DCPS Citizen Information Center at least 5 days prior to the meeting.

Section 3.

Special meetings of the members of the Board shall be held when called by the Chairman, or in his/her absence, the Vice Chairman or by 50% of the Members of the Board of Directors. Notice of regular and special meetings shall be given as described in Article III, Section 2.

Section 4.

Board Members may attend any and all meetings noted in Article III, Sections 2 telephonically.

Section 5.

All members shall be entitled to one vote each. This vote may be cast in person or telephonically. At any meeting, if twenty-five percent (25%) or more of the Members of the Board of Directors are present, the number shall constitute a quorum.

ARTICLE IV

Officers of the Corporation

Section 1.

The officers of the Corporation shall be a President and other officers as may be so designated by the Board of Directors. Any of the officers of the corporation may be combined.

Section 2.

All the officers shall be chosen by the new Board of Directors elected at the annual meeting of the Board of Directors. All officers shall hold office until the next annual meeting of the Board of Directors and until their successors shall be elected and qualified. The Board of Directors shall have the right to fill vacancies if and when they may occur among the Officers of the Corporation. The President of the Corporation is appointed by the Board of Directors.

Section 3.

The President delegates via Educational Services Provider (Management) (ESP) Agreement with United Cerebral Palsy Association of Miami Inc., d/b/a United Community Options of Miami the ability to make transfers, or sales of tangible or intangible personal property and may negotiate loans and advances for the Corporation from any bank, trust company, or other institution or from any firm, corporation or individual. Any such officer or agent for such sales, transfers or loans and advances may execute and deliver any and all necessary written instruments to complete any such transactions. When authorized to do so, any officer or agent of the Corporation may pledge, hypothecate, or transfer as security for the payment of any and all loans, advances, indebtedness, and liabilities of the Corporation any and all property held by the Corporation, except as may be limited by the Charter and the Statutes of the State of Florida.

Section 4.

The President delegates via ESP agreement, the Chief Operating Officer of United Cerebral Palsy Association of Miami, Inc., d/b/a United Community Options of Miami to be authorized to enter into program related, annual contracts with any and all funding sources with approval of the President or CEO of United Cerebral Palsy Association of Miami Inc., d/b/a United Community Options of Miami

ARTICLE V

Committees

Section 1.

The Board of Directors may establish such committees as they may deem necessary to promote the purposes of the corporation. The Chairperson of any committee must be a member of the Board of Directors, however, members of the committee may be appointed from the general public. Standing committees shall be the following: Nominating Committee.

Section 2.

The term of all committees and chairpersons established under Article V, Section 1 shall expire at the next succeeding annual meeting of the Board of Directors.

ARTICLE VI

Amendments

Section 1.

The By-Laws of this Corporation may be amended, altered or rescinded to further the purposes as defined in the Charter by a two-thirds vote of the Board of Directors present and voting at any annual

meeting or any regular meeting, or at any special meeting duly called for that purpose.

Section 2.

The Charter of this Corporation may be amended by a two-thirds vote of the Board of Directors present and voting at any annual meeting or any regular meeting, or at any special meeting duly called for that purpose.

Section 3.

The By-Laws of this Corporation shall be reviewed annually.

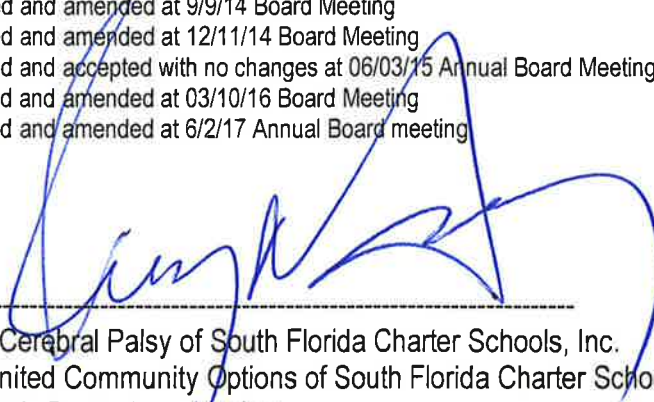
ARTICLE VII

General

Section 1.

The fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June.

Original: Jan 2005
Revised: June 14, 2005 at Annual Board Meeting (annual meeting changed from July to June)
Reviewed: July 14, 2006 at Annual Board Meeting
Reviewed: June 22, 2007 at Annual Board Meeting
Reviewed: July 22, 2007 (amendment #2 contract)
Reviewed: Sept. 12, 2008 Board Meeting
Reviewed: June 26, 2009 at Annual Board Meeting
Reviewed and accepted with no changes at 12/8/11 Board Meeting
Reviewed and accepted with no changes at 6/21/12 Board Meeting
Reviewed and accepted with no changes at 6/06/13 Board Meeting
Reviewed and amended at 9/9/14 Board Meeting
Reviewed and amended at 12/11/14 Board Meeting
Reviewed and accepted with no changes at 06/03/15 Annual Board Meeting
Reviewed and amended at 03/10/16 Board Meeting
Reviewed and amended at 6/2/17 Annual Board meeting



United Cerebral Palsy of South Florida Charter Schools, Inc.
d/b/a United Community Options of South Florida Charter Schools Inc.,
d/b/a Early Beginnings Academy
Chairperson, Roy Lustig, Esq.