

AGENDA

SCHOOL BOARD WORKSHOP

GADSDEN COUNTY SCHOOL BOARD
MAX D. WALKER ADMINISTRATION BUILDING
35 MARTIN LUTHER KING, JR. BLVD.
QUINCY, FLORIDA

August 27, 2013

4:30 P.M.

THIS WORKSHOP IS OPEN TO THE PUBLIC

1. CALL TO ORDER
2. FINANCIAL DATA REPORT
3. ITEMS BY THE SUPERINTENDENT
4. SCHOOL BOARD REQUESTS AND CONCERNS
5. ADJOURNMENT

(b) The district school board may establish a district advisory council representative of the district and composed of teachers, students, parents, and other citizens or a district advisory council that may be comprised of representatives of each school advisory council. Recognized schoolwide support groups that meet all criteria established by law or rule may function as school advisory councils.

(c) For those schools operating for the purpose of providing educational services to youth in Department of Juvenile Justice programs, district school boards may establish a district advisory council with appropriate representatives for the purpose of developing and monitoring a district school improvement plan that encompasses all such schools in the district, pursuant to s. 1001.42(18)(a).

(d) Each school advisory council shall adopt bylaws establishing procedures for:

1. Requiring a quorum to be present before a vote may be taken by the school advisory council. A majority of the membership of the council constitutes a quorum.

2. Requiring at least 3 days' advance notice in writing to all members of the advisory council of any matter that is scheduled to come before the council for a vote.

3. Scheduling meetings when parents, students, teachers, businesspersons, and members of the community can attend.

4. Replacing any member who has two unexcused consecutive absences from a school advisory council meeting that is noticed according to the procedures in the bylaws.

5. Recording minutes of meetings.

The district school board may review all proposed bylaws of a school advisory council and shall maintain a record of minutes of council meetings.

(2) DUTIES.—Each advisory council shall perform functions prescribed by regulations of the district school board; however, no advisory council shall have any of the powers and duties now reserved by law to the district school board. Each school advisory council shall assist in the preparation and evaluation of the school improvement plan required pursuant to s. 1001.42(18). With technical assistance from the Department of Education, each school advisory council shall assist in the preparation of the school's annual budget and plan as required by s. 1008.385(1). A portion of funds provided in the annual General Appropriations Act for use by school advisory councils must be used for implementing the school improvement plan.

HIST: s. 1, ch. 2002-49; s. 59, ch. 2002-387; s. 73, ch. 2004-357; s. 10, ch. 2008-108; s. 5, ch. 2008-235.

1001.453. Direct-support organization; use of property; board of directors; audit.

(1) DEFINITIONS.—For the purposes of this section, the term:

(a) "District school board direct-support organization" means an organization that:

1. Is approved by the district school board;

2. Is a Florida corporation not for profit, incorporated under the provisions of chapter 617 and approved by the Department of State; and

3. Is organized and operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of public kindergarten through 12th grade education and adult career and community education programs in this state.

(b) "Personal services" includes full-time or part-time personnel, as well as payroll processing.

(2) USE OF PROPERTY.—A district school board:

(a) Is authorized to permit the use of property, facilities, and personal services of the district by a direct-support organization, subject to the provisions of this section.

(b) Shall prescribe by rule conditions with which a district school board direct-support organization must comply in order to use property, facilities, or personal services of the district. Adoption of such rules shall be coordinated with the Department of Education. The rules shall provide for budget and audit review and oversight by the district school board and the department.

(c) Shall not permit the use of property, facilities, or personal services of a direct-support organization if such organization does not provide equal employment opportunities to all persons, regardless of race, color, religion, sex, age, or national origin.

(3) BOARD OF DIRECTORS.—The board of directors of the district school board direct-support organization shall be approved by the district school board.

(4) ANNUAL AUDIT.—Each direct-support organization with more than \$100,000 in expenditures or expenses shall provide for an annual financial audit of its accounts and records, to be conducted by an independent certified public accountant in accordance with rules adopted by the Auditor General pursuant to s. 11.45(8) and the Commissioner of Education. The annual audit report shall be submitted within 9 months after the fiscal year's end to the district school board and the Auditor General. The Commissioner of Education, the Auditor General, and the Office of Program Policy Analysis and Government Accountability have the authority to require and receive from the organization or the district auditor any records relative to the operation of the organization. The identity of donors and all information identifying donors and prospective donors are confidential and exempt from the provisions of s. 119.07(1), and that anonymity shall be maintained in the auditor's report. All other records and information shall be considered public records for the purposes of chapter 119.

HIST: s. 60, ch. 2002-387; s. 74, ch. 2004-357.

Subpart B. District School Superintendents

1001.46. District school superintendent; election and term of office.

The district school superintendent shall be elected for a term of 4 years or until the election or appointment and qualification of his or her successor.

HIST: s. 62, ch. 2002-387.

1001.461. District school superintendent; procedures for making office appointive.

(1) Pursuant to the provisions of s. 5, Art. IX of the State Constitution, the district school superintendent shall be appointed by the district school board in a school district wherein the proposition is affirmed by a majority of the qualified electors voting in the same election making the office of district school superintendent appointive.

(2) To submit the proposition to the electors, the district school board by formal resolution shall request an election that shall be at a general election or a statewide primary or special election. The board of county commissioners, upon such timely request from the district school board, shall cause

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RESOLUTION NO. _____

A RESOLUTION OF THE SCHOOL BOARD OF GADSDEN COUNTY, FLORIDA, APPROVING THE PROPOSED INCORPORATION OF GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION AND ITS INITIAL BOARD OF DIRECTORS; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE SCHOOL BOARD OF GADSDEN COUNTY, FLORIDA:

SECTION 1. AUTHORITY. This resolution is adopted in accordance with the provisions of Section 1001.453, Florida Statutes (the "Act").

SECTION 2. FINDINGS. The School Board of Gadsden County, Florida (the "Board"), hereby finds as follows:

A. It is in the best interest of the School District of Gadsden County, Florida (the "District"), that a master lease-purchase program (the "Master Lease Program") be established to finance all or part of the cost of new school facilities and improvements to existing school facilities in the District.

B. As part of the Master Lease Program structure, it is necessary to create a not-for-profit, district school board direct support organization (the "Corporation"), as described in Section 1001.453(1)(a), Florida Statutes, to assist in the financings under the Master Lease Program.

C. Sections 1001.453(1)(a)1. and 1001.453(3), Florida Statutes, require that the Board approve the Corporation and its board of directors.

SECTION 3. APPROVAL OF CORPORATION. The formation and organization of the Corporation to be named "Gadsden County School Board Leasing Corporation," in accordance with the proposed articles of incorporation and bylaws of the Corporation attached to this resolution as exhibits, are hereby approved.

SECTION 4. OPERATION OF CORPORATION. The Corporation shall conduct its operations in accordance with the provisions of the Act. The use of property and facilities financed with the assistance of the Corporation shall be governed by the Master Lease Program financing documents with respect to such property and facilities.

SECTION 5. EFFECTIVE DATE. This resolution shall take effect immediately upon its adoption.

Duly adopted and passed on August __, 2013.

(Seal)

THE SCHOOL BOARD OF GADSDEN
COUNTY, FLORIDA

ATTEST:

By: _____
Isaac Simmons, Jr., Chairman

By: _____
Reginald C. James, Secretary

**ARTICLES OF INCORPORATION
OF
GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION**

The undersigned does hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Gadsden County School Board Leasing Corporation (the "Corporation"). The principal address of the Corporation is 35 Martin Luther King, Jr. Boulevard, Quincy, Florida 32351.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized and the business and objectives to be carried on and promoted by the Corporation are as follows:

A. To assist The School Board of Gadsden County, Florida (the "School Board"), as its instrumentality and direct-support organization in the development, financing, construction, acquisition and operation of educational capital projects and equipment in Gadsden County, Florida, consisting of real and/or personal property (the "Projects").

B. To acquire by gift, lease or purchase, and to sell, convey, lease, assign, mortgage, or otherwise encumber any property, real and/or personal, incidental to the provisions of such Projects.

C. To lease, from time to time, Projects to the School Board pursuant to the lease agreements or master lease agreements, with or without purchase options (the "Agreements"), between the Corporation, as lessor, and the School Board, as lessee.

D. To assign to a bank, leasing company, or other financial institution, or to a trust company acting on behalf thereof (the "Assignee"), all of the Corporation's right, title and interest in

and to any Agreements (other than any rights specifically reserved thereunder), including its right to receive payments under such Agreements and to enforce the provisions thereof.

E. To provide, together with the Assignee and the School Board, for the payment of the cost of construction, acquiring and installing the Projects by: (i) the assignment of the Corporation's right to receive payments under any Agreement; or (ii) the issuance and sale from time to time, (a) by the Assignee of certificates of participation, which represent undivided proportionate interests in payments to be made by the School Board to the Corporation pursuant to an Agreement, or (b) by the Corporation of lease revenue bonds (collectively, the "Obligations"); or (iii) such other financing means as may be deemed necessary and desirable by the Corporation and the School Board in accordance with applicable law.

F. To deposit or cause to be deposited with an Assignee certain sums of money from time to time to be credited, held and applied in accordance with a trust agreement, assignment agreement, or other agreements.

G. To carry on or engage in any other activity which the Corporation may deem proper or convenient in connection with the purposes hereinabove stated; provided, however, that the Corporation shall at all times be operated as a not for profit corporation as provided in Chapter 617 and Section 1001.453(1)(a)2., Florida Statutes.

H. To have all the rights, privileges, powers and immunities available to corporations not for profit under the laws of the State of Florida and, anything herein to the contrary notwithstanding, the enumeration herein of the specific objects and purposes of the Corporation shall not limit the powers of the Corporation to accomplish any approved charitable, scientific or educational purpose within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder. All of the assets and earnings of the Corporation shall be used exclusively for the purposes described herein, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any individual, and no substantial part of the activities of the Corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE III

MEMBERS

The Corporation shall have no members.

ARTICLE IV

TERM OF EXISTENCE

The period of the duration of the Corporation shall commence on the date of filing these Articles of Incorporation in the office of the Secretary of State, and the Corporation shall have perpetual existence unless sooner dissolved as provided by law.

ARTICLE V

POWERS

The Corporation shall have all powers under the law which are necessary to carry out its purposes as described in Article II hereof; provided, however, that the Corporation shall at all times comply with the provisions of Section 1001.453, Florida Statutes, or any successor law applicable to the Corporation. The Corporation is prohibited from engaging in any business other than owning, financing, acquiring, constructing, installing, leasing and selling the Projects as provided herein. The Corporation may incur no debt other than the Obligations. The Corporation may not dispose of or encumber the Projects except as provided in any Agreement relating thereto.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs and business of the Corporation shall be managed under the direction of, a Board of Directors consisting of five persons. The members of the School Board shall be the directors of the Corporation. The term of office as a director shall commence upon the taking of office as a member of the School Board and shall terminate upon termination of such office holding. Subject to Florida law, the Board of Directors shall have the rights and powers of directors of corporations under Chapter 607, Florida Statutes. In the event one or more members of the School Board is unable or unwilling to serve and resigns as director of the Corporation so that the remaining number of directors is less than three,

the remaining member or members of the Board of Directors shall appoint, on a temporary basis, from among the registered electors of Gadsden County, Florida, such member or members sufficient to bring the number of directors to three; provided, such temporary member or members shall be replaced as soon as the number of members of the School Board willing to serve equals at least three members. Unless the members at their annual meeting shall determine otherwise, the Chairman of the School Board shall be the ex-officio Chairman of the Board of Directors of the Corporation, and the Vice Chairman of the School Board shall be the ex-officio Vice Chairman of the Board of Directors of the Corporation.

The name and address of each person who is to serve as an initial director of the Corporation are set forth below:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Isaac Simmons, Jr.	Chairman	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Roger Milton	Vice Chairman	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Audrey Lewis	Member	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Judge B. Helms	Member	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Charlie D. Frost, Sr.	Member	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351

ARTICLE VII

MEETINGS

Meetings of the Board of Directors and the records of the Corporation shall be subject to the provisions of Section 286.011 and Chapter 119, Florida Statutes.

ARTICLE VIII

OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary/Treasurer and such additional officers as may be designated in the corporate bylaws. Unless the Board of Directors shall provide otherwise at their annual meeting or special meeting, the Chairman of the Board of Directors shall be the ex-officio President of the Corporation, the Vice Chairman of the Board of Directors shall be the ex-officio Vice President of the Corporation, and the Superintendent of Schools of the School District of Gadsden County, Florida, shall be the ex-officio Secretary/Treasurer of the Corporation. The duties of the officers shall be set forth in the corporate Bylaws. The name and address of each person who is to serve as an initial officer of this Corporation are set forth below:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Isaac Simmons, Jr.	President	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Roger Milton	Vice President	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351
Reginald C. James	Secretary/Treasurer	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351

ARTICLE IX

BYLAWS

Bylaws of the Corporation shall be adopted by the Board of Directors, and thereafter may be altered, amended or rescinded by a majority vote of the directors at a meeting duly called in accordance with the Bylaws.

ARTICLE X

AMENDMENTS

The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by an affirmative vote of the majority of the total number of directors at any regular or special meeting of the Board of Directors; provided, that

written notice of the proposed amendment has been given each director 10 days prior to the meeting.

ARTICLE XI

STOCK AND DIVIDENDS PROHIBITED

The Corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of the Corporation shall be distributed or inure to its directors, officers, or employees. The Corporation may only reimburse in a reasonable amount, its directors, officers and employees for services rendered, and funds expended by them on behalf of the Corporation. All assets, revenues and income, if any, of the Corporation shall be used exclusively for the payment of Obligations or for the Projects, including the payment of expenses incidental thereto, and no part of the assets, revenues or income, if any, of the Corporation shall inure to the benefit of any private person, entity or individual.

ARTICLE XII

DISSOLUTION OR FINAL LIQUIDATION

Upon the retirement of any outstanding corporate indebtedness, or upon dissolution or final liquidation of the Corporation, all of the beneficial interest in any property, be it real or personal or mixed, and all of the assets of the Corporation will be distributed and conveyed to the School Board.

ARTICLE XIII

SUBSCRIBERS

The name and residence of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Reginald C. James	35 Martin Luther King, Jr. Blvd., Quincy, Florida 32351

ARTICLE XIV

REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial business office is 35 Martin Luther King, Jr. Boulevard, Quincy, Florida 32351.

The registered agent for service of process is Reginald C. James, Superintendent of Schools, the School District of Gadsden County, 35 Martin Luther King, Jr. Boulevard, Quincy, Florida 32351.

The undersigned incorporator has executed these Articles of Incorporation this _____, 2013.

Reginald C. James
Secretary/Treasurer

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT /REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Gadsden County School Board Leasing Corporation.

2. The name and address of the registered agent and office is:

Reginald C. James
35 Martin Luther King, Jr. Boulevard
Quincy, Florida 32351

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Reginald C. James

Date: _____, 2013



Gadsden County Schools - Leasing Corporation Documents

Jason M. Breth <jbreth@bmolaw.com>

To: Jim Gollahon <jim@gollahonfinancial.com>, "jamesr@gcpsmail.com" <jamesr@gcpsmail.com>, "woodb@mail.gcps.k12.fl.us" <woodb@mail.gcps.k12.fl.us>, "shepardw@gcpsmail.com" <shepardw@gcpsmail.com>, Debrorah Minnes <dminnis@ausley.com>, Jolinda Herring <jherring@bmolaw.com>

Tue, Aug 20, 2013 at 9:02 AM

Attached please find the resolution authorizing the creation of the leasing corporation and the articles of incorporation and bylaws of such leasing corporation. These documents will be considered at the School Board's meeting on August 27th. Please provide us with any comments as soon as possible. Thanks!

Jason M. Breth
Attorney

Bryant Miller Olive
101 North Monroe St., Suite 900
Tallahassee, FL 32301
(850) 222-8611 (office)
(850) 222-8969 (fax)
(850) 274-1643 (mobile)
jbreth@bmolaw.com

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—Original Message—

From: Jason M. Breth

Sent: Wednesday, July 24, 2013 10:43 AM

To: 'Jim Gollahon'; jamesr@gcpsmail.com; woodb@mail.gcps.k12.fl.us; shepardw@gcpsmail.com; Debrorah Minnes; Jolinda Herring
Subject: RE: Gadsden County Schools - draft Bank Loan Request

Good morning! Attached please find the following documents related to the creation of a master lease purchase program and issuance of Certificates of Participation, Series 2013:

- (1) School Board Resolution Approving Creation of Corporation;
- (2) Articles of Incorporation;
- (3) Bylaws;
- (4) Master Lease Purchase Agreement;
- (5) Schedule No. 2013;
- (6) Master Trust Agreement;
- (7) Series 2013 Supplemental Trust Agreement;
- (8) Ground Lease Agreement;
- (9) Ground Lease Assignment;
- (10) Assignment of Lease Agreement;
- (11) Memorandum of Ground Lease;
- (12) Memorandum of Lease and Notice of Option;
- (13) School Board Resolution; and
- (14) Corporation Resolution.

Please provide us with any questions or comments at your earliest convenience. We look forward to working with everyone on a successful financing. Thanks!

Jason M. Breth
Attorney

Bryant Miller Olive
101 North Monroe St., Suite 900
Tallahassee, FL 32301
(850) 222-8611 (office)
(850) 222-8969 (fax)
(850) 274-1643 (mobile)
jbreth@brolaw.com

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-----Original Message-----

From: Jim Gollahon [mailto:jim@gollahonfinancial.com]
Sent: Monday, July 22, 2013 12:18 AM
To: jamesr@gcpsmail.com; woodb@mail.gcps.k12.fl.us; shepardw@gcpsmail.com; Debrorah Minnes; Jolinda Herring; Jason M. Breth
Subject: Gadsden County Schools - draft Bank Loan Request

Good morning,

Please find attached a draft Bank Loan Request relating to the \$5 million Certificate of Participation which is necessary to finance the proposed project. Bond Counsel will circulate drafts of the COP legal documents this week. Please send me any available information you may have to fill in the blanks in the loan request at your convenience and additional information that becomes available over the next few weeks.

Also, you may want to refer to the second draft of the timetable that I circulated on June 25, 2013 as a reminder of the tasks before us and their estimated timing.

Thanks and have a great week, Jim

Gollahon Financial Services, Inc.
St Petersburg, FL
727-687-4125


3 attachments

 School Board Resolution Approving Corporation (00783283-3).DOC

36K

 Bylaws (00783272-3).DOC

51K

 Articles of Incorporation (00783271-3).DOC

52K

**BYLAWS
OF
GADSDEN COUNTY SCHOOL BOARD LEASING CORPORATION**

**ARTICLE I
PURPOSE**

The purposes for which this Corporation are formed shall be the purposes provided in the Articles of Incorporation.

**ARTICLE II
DEFINITIONS**

Terms not otherwise defined in these Bylaws shall have the meanings ascribed to them in the Articles of Incorporation.

**ARTICLE III
BOARD OF DIRECTORS**

SECTION 1. MANAGEMENT. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The formation of the Corporation and the Board of Directors shall be approved by the School Board in accordance with Sections 1001.453(1) and 1001.453(3), Florida Statutes, before conducting any business.

SECTION 2. NUMBER. The Board of Directors shall consist of the individuals described in Article VI to the Articles of Incorporation.

SECTION 3. TERM. The term of office of a director shall be as provided in Article VI of the Articles of Incorporation.

SECTION 4. COMPENSATION. The directors shall receive no compensation for their service as directors; provided, the Corporation may reimburse the directors for their actual expenses incurred in their capacity as directors.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. ANNUAL MEETINGS. The annual meeting of the Board of Directors of this Corporation shall be held on the third Tuesday after the first Monday in November of each year at the location of and immediately following the organizational meeting of the School Board pursuant to Section 1001.371, Florida Statutes, or on such other date as may be provided for the School Board by law. Notice of the annual meeting shall be given by the Secretary/Treasurer to each director not less than seven days before the meeting.

SECTION 2. SPECIAL MEETINGS. Special meetings may be held at the call of the President or by written request of any member of the Board of Directors. Notice of each special meeting shall be given by the Secretary /Treasurer to each director not less than three days before that meeting.

SECTION 3. QUORUM. A majority of the total number of directors shall constitute a quorum. The act of a majority of directors present at the meeting at which a quorum is present shall be considered the act of the Board of the Directors, unless otherwise specified in these bylaws.

SECTION 4. PUBLIC MEETINGS. All meetings of the Board of Directors shall be open to the public and shall be subject to the provisions of Section 286.011, Florida Statutes.

SECTION 5. VOTING. Every director of the Corporation, in good standing, shall have the right and be entitled to one vote upon every proposal properly submitted to vote at any meeting of the Corporation.

SECTION 6. ORDER OF BUSINESS. The meeting shall be conducted in accordance with Roberts Rules of Order, Revised, and the suggested order of business at any meeting shall be:

1. Roll call.
2. Proof of due notice of meeting, or unanimous consent, or unanimous presence and declaration by President.
3. Reading and disposal of any unapproved minutes.
4. Reports of officers and committees.
5. Election of officers.

6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE V
OFFICERS

SECTION 1. OFFICERS. The officers of this Corporation shall consist of the President, one or more Vice Presidents and the Secretary/Treasurer. Unless otherwise replaced by the Board of Directors, the officers of the Corporation shall consist of the individuals described in Article VIII of the Articles of Incorporation. Until replaced by the Board of Directors, the officers of the Corporation shall serve in their respective capacities.

SECTION 2. PRESIDENT. The President shall:

1. Schedule and preside at all meetings of the Board of Directors.
2. Perform all other duties usually pertaining to the office of President or as shall be delegated by the Board of Directors.

SECTION 3. VICE PRESIDENT. The Vice President shall:

1. Preside at all meetings of the Board of Directors in the absence of the President.
2. Perform all duties usually pertaining to the office of the President in his or her absence, and perform all other duties assigned by the President or by the Board of Directors.

SECTION 4. SECRETARY/TREASURER. The Secretary/Treasurer shall:

1. Record the minutes of all meetings.
2. Have custody of the seal, if any, of the Corporation.
3. Keep a correct list of names and addresses of all members of the Board of Directors.
4. Be responsible for general correspondence.
5. Maintain a file of all correspondence.
6. Give notice of the meetings required by statute, bylaws or resolution.

7. Take attendance at meetings.
8. Be custodian of all funds and securities of the Corporation and collect interest thereon.
9. Keep a record of the accounts of the Corporation and report thereon at each regular meeting of the Board of Directors.
10. Give a fiscal year-end report at the annual meeting and special reports when requested.
11. If required by law or any document to which the Corporation is a party or signatory, attest the signature of the President and, if applicable, any Vice President.
12. Perform all other duties as shall be assigned by the President or the Board of Directors.

In the absence of the Secretary/Treasurer at any meeting of the Board of Directors or at any pre-closing, closing or other meeting that relates to a transaction that involves the Corporation as a party or other participant, any Vice President of the Corporation or any Deputy Superintendent or Assistant Superintendent for Business and Finance (or comparable titles) of the School District of Gadsden County, Florida, may attend such meetings or functions for the Secretary/Treasurer and perform such duties customarily performed by the Secretary/Treasurer at such meetings or functions, including, but not limited to, the execution of documents on behalf of the Corporation in the same capacity (but as "Acting Secretary/Treasurer") and for the same purposes as the absent Secretary/Treasurer could have done.

SECTION 5. APPOINTMENT OF OFFICERS. Unless the Board of Directors shall provide otherwise at their annual meeting or special meeting, the officers of the Corporation shall be determined as provided in the Articles of Incorporation.

SECTION 6. REMOVAL OF OFFICERS. Any officer may be removed without cause by a majority vote of the Board of Directors.

SECTION 7. COMPENSATION. No officer shall receive any compensation from the Corporation for serving as an officer; provided, the Corporation may reimburse the officers for their actual expenses incurred in their capacity as officers.

ARTICLE VI

FISCAL YEAR

The fiscal year of this Corporation shall be from July 1 to June 30 of the following year.

ARTICLE VII

BOOKS AND RECORDS

The Corporation shall keep, or cause to be kept, correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, all of which shall be subject to the provisions of Chapter 119, Florida Statutes. The Corporation shall make provisions for an annual financial audit of its accounts and records to the extent required by Section 1001.453(4), Florida Statutes.

ARTICLE VIII

INDEMNIFICATION

SECTION 1. AUTHORITY OF BOARD OF DIRECTORS. The Corporation acting through its Board of Directors or as otherwise provided in these Bylaws, shall exercise as fully as may be permitted from time to time by statutes and case law of the State of Florida, or by any other applicable rules or principles of law, its powers to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, wherever brought, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

SECTION 2. STANDARD FOR INDEMNIFICATION. Any person described in Section 1 above may be indemnified by the Corporation if he or she acted in good faith and in a manner he or

she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe the conduct was unlawful.

SECTION 3. NO PRESUMPTIONS FROM TERMINATION OF ACTIONS. The determination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, have reasonable cause to believe that his or her conduct was unlawful.

SECTION 4. MANDATORY INDEMNIFICATION. To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit, or proceedings referred to in these Bylaws, or in defense of any claim, issue, or matter within these Bylaws, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

SECTION 5. DETERMINATION. Any indemnification under Section 1 above, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 2 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who are not party to such action, suit, or proceeding or, (b) if such a quorum is not attainable, or, even if attainable in a quorum of disinterested directors which so directs, by independent legal counsel in a written opinion.

SECTION 6. ADVANCE PAYMENTS. The expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the manner provided in Section 5 above upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in these Bylaws.

SECTION 7. CONTINUANCE OF INDEMNIFICATION. The indemnification provided by these Bylaws shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

SECTION 8. NOT EXCLUSIVE REMEDY. The indemnification provided by these Bylaws shall not exclude any other right to which an officer may be entitled under any agreement with disinterested directors, or otherwise, both as to the action in his or her official capacity, and as to action in any other capacity while holding such office, and shall not imply that the Corporation may not provide lawful indemnification not expressly provided for in these Bylaws. Nothing contained in these Bylaws shall affect any rights to indemnification to which corporate personnel other than directors and officers may be entitled by contract or otherwise under law.

SECTION 9. INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity; provided, that no indemnification shall be made under any policy of insurance for any action which could not be indemnified by the Corporation under these Bylaws.

ARTICLE IX

CORPORATE SEAL

There shall be no corporate seal for the Corporation.

ARTICLE X

AMENDMENT

These bylaws may be amended or any part thereof may be repealed, by a majority vote of the Board of Directors at any meeting attended by a quorum of the Board of Directors, but only if notice of the proposed action relating to these bylaws is included in the notice of the meeting or is waived in writing by a majority of the directors.

**Gadsden County School District
Contracted Services
8/27/13 Board Meeting**

Object		Vendor	Description	Amount	Date	Purchase	
Fund	#					Order #	Department
110	310	Thomas P. Skipper	Review of Deeds/Legal Description Wards Lot	\$ 185.00	7/1/2013	185041	Maintenance Departmen
420	390	Charles Crittenden	General Maintenance/Janitorial Services	\$ 2,700.00	7/1/2013	185063	PreK and Head Start
420	390	April Allen	Tutoring/Mentoring for 21st Century	\$ 720.00	7/1/2013	185054	21st Century
420	390	Charise Thomas	Tutoring/Mentoring for 21st Century	\$ 720.00	7/1/2013	185055	21st Century
420	310	Robin Jones	Pre-Service Training for Head Start Program	\$ 4,500.00	7/1/2013	185067	PreK and Head Start
110	310	PSTB Consulting-Dr. Brown	Administrative Services: Legal, Negotiations, etc	\$ 6,800.00	7/1/2013	185100	Administration
110	390	Creative People Consulting	AmeriCorps Microsoft Level 1 Training	\$ 1,500.00	7/1/2013	185193	AmeriCorps
420	310	Kenneth Thomas, Sr.	Computer Services for HS/PreK July-Nov. 2013	\$ 2,500.00	7/1/2013	185195	PreK and Head Start
420	390	Debra Ann Davis	Childcare Services Provided for Policy Council	\$ 40.00	7/1/2013	185199	PreK and Head Start
420	390	Lauri Hunter	Childcare Services Provided for Policy Council	\$ 40.00	7/1/2013	185200	PreK and Head Start
420	390	Dorothy G. Wood	Prof & Technical Services for Homeless	\$ 3,996.00	7/1/2013	185241	Title I Homeless
110	350	Harold Usry	Clean and Repaint Flagpoles	\$ 750.00	7/1/2013	185038	Maintenance Departmen
110	310	Tracy Kelly	Videotaping Summer STEM Academy Activity	\$ 100.00	7/1/2013	185311	STEM
110	310	Tawainga Katsvairo	Assistance for STEM re: Renewable Energy	\$ 3,000.00	7/1/2013	185310	STEM
110	390	James Engling	Assisting in Accounts Payable	\$ 330.75	7/1/2013	185370	Finance
110	310	Dr. Beverly Nash	Consultant for Grants Administration	\$ 2,460.60	7/1/2013	185296	Administration
110	310	Thomas Scott Ward	Compliance with GASB 34 on AFR	\$ 8,000.00	7/1/2013	185297	Finance
110	310	Kathy Sneads	Compliance with Program Cost Report	\$ 9,975.00	7/1/2013	185304	Finance
110	310	Joseph Knicely, CPA	Consultant for Internal Controls/Audit Findings	\$ 10,000.00	7/1/2013	185295	Finance
420	310	James Robert Mills	District Data Analysis relating to Title I SIG	\$ 5,000.00	7/1/2013	185405	Title I SIG
420	390	Juan V. Sierra	Installation of Laptop Carts	\$ 2,500.00	7/1/2013	185406	Title I Part A
420	390	Charles Ray Webb II	Assistance with Imaging /Set Up Laptops	\$ 5,000.00	7/1/2013	185407	Title I Part A
110	310	Tawainga Katsvairo	Summer STEM Academy license and assist.	\$ 1,040.00	7/1/2013	185386	STEM Donation
420	390	Patricia Popoca-Leonides	Interpretation Services for PreK Home Visits	\$ 1,500.00	7/1/2013	185428	Head Start
420	390	Eva Yzaguirre	Interpretation Services for PreK Home Visits	\$ 1,500.00	7/1/2013	185429	Head Start
420	310	James M. Warford	Master Schedule Prof. Development HMS	\$ 1,200.00	7/1/2013	185439	Title II
420	310	James M. Warford	Conference Speaker Leadership 7/10/13	\$ 2,000.00	7/1/2013	185440	Title II
110	310	Na'im Akbar	Keynote Speaker for 2013 Teacher Orientation	\$ 1,500.00	7/1/2013		Personnel
110	310	Rhonda L. Dykes	Program Cost Report Technical Assistance	\$ 5,000.00	8/16/2013	185494	Finance
420	310	James Robert Mills	Master Schedule Prof. Development HMS	\$ 1,200.00	8/16/2013	185481	Title II