

**AMENDED AND RESTATED BYLAWS
OF
LAKE WALES CHARTER SCHOOLS, INC.**

ADOPTED THIS 21 DAY OF April, 2025

THESE AMENDED AND RESTATED BYLAWS of **LAKE WALES CHARTER SCHOOLS, INC.**, are intended to amend, completely restate and supersede the Bylaws of the Corporation, which were adopted and effective as of August 23, 2021.

**ARTICLE I
DEFINITIONS**

When used in these Bylaws the terms set forth in this Article shall have the following meaning:

1. "Corporation" shall mean Lake Wales Charter Schools, Inc., a Florida not-for-profit corporation with 501(c)(3) status from the Internal Revenue Service.
2. "Board" shall mean the Board of Trustees of the Corporation.
3. "Chair" shall mean the Chairperson of the Board of Trustees.
4. "Charters" shall mean the seven school charters agreed to between the Polk County School Board and the Board of Trustees on behalf of each of the schools within the System.
5. "School" means any of the individual charter locations within the System.
6. "System" shall consist of the public charter schools known as Lake Wales High School, Dale R. Fair Babson Park Elementary, Hillcrest Elementary, Janie Howard Wilson

Elementary, Polk Avenue Elementary, Edward W. Bok Academy South, and Edward W. Bok Academy North, as governed by the Board of Trustees of the Lake Wales Charter Schools, Inc. The System also includes various operations, offices, and personnel employed by the Corporation to support efficient and consistent operation of the Charters within the System.

ARTICLE II MISSION

Section A. Mission

The mission of Lake Wales Charter Schools, Inc. is to bring the best of public education to the Lake Wales community so that each child recognizes the benefits of life-long learning, constructive citizenship and personal happiness.

ARTICLE III CORPORATION

Section A. Purposes

1. The general purpose of the Corporation shall be to operate exclusively for charitable, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
2. The specific purpose for which the Corporation has been created is to provide the governance for this System of public charter schools located in the greater Lake Wales, Florida area.

The System is designed to improve student learning and academic achievement with the use of innovative learning methods in compliance with all applicable laws, rules, and regulations.

Section B. Address

The Corporation's mailing address and principal place of business shall be as set forth in the Articles of Incorporation or as otherwise established by the Board of Trustees from time to time.

Section C. Dedication of Assets and Dissolution

The Corporation's assets are irrevocably dedicated to its public benefit purposes. Upon dissolution of the Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, including disposition of assets pursuant to any applicable charter contract or law applying to charter schools, shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Code, or the corresponding provision in any future tax code or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Code, or the corresponding provision in any future tax code.

Section D. Non-Discrimination

The Corporation shall not discriminate on the basis of race, religion, national origin, gender or age in either the hiring or other employment practices of the charter school or in its admission policies for students. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and so long as the Corporation is in a charter contract, regulations applicable to the operation of public charter schools in the State of Florida.

Section E. Members

The Corporation does not have any members.

ARTICLE IV GOVERNING BODY

Section A. Composition and Selection

1. **Board of Trustees.** The governing Board of the Corporation shall be known as the Board of Trustees. The selection of the term "Trustees" for Board members was deliberate. Trustees have a legally enforceable fiduciary duty to their beneficiaries. In this System, the beneficiaries are students, and each act of the Board should be designed to enhance the student experience. Trustees shall be devoted to the mission and purpose of the System and shall represent the best interests of the community.
2. **Number.** The Board shall consist of seven (7) voting members, plus one non-voting teacher member, for a total of eight (8) Trustees.
3. **Qualifications.** The Trustees should have the credibility and respect of the community and reflect the community's diversity. The Board is designed to bring expertise to the governance of the System. Specifically, at least one of the board members shall have education, training and experience in the field of finance, one board member in the field of law, one board member in the field of business, and the non-voting trustee shall be an active schoolteacher employed in the System with expertise in education. At least three trustees

shall have earned degrees at the bachelor's level or higher. This composition enables the trustees to have a balance with positions available for members coming from vocations and skilled trades in the community. All Trustees must have reached the age of majority of the State of Florida, and all voting Trustees must reside within the attendance zones for Lake Wales area schools. So long as the Charters are in effect, all Trustees must also meet any additional requirements in the Charters, the approved Charter Applications, and applicable provisions of Florida Statutes and regulations.

4. Terms of Office. All terms of office shall begin on July 1 of each school year. The non-voting Trustee shall serve a term of one year, and all voting Trustees shall serve terms of three years. Voting Trustees' terms shall be staggered so that at least two terms will expire each year.
5. Succession. A new, non-voting Trustee will be selected each year and is the only Trustee that can be a System salaried employee. The other members may serve a maximum of two successive terms. At the end of a second successive term, the member must leave the Board for at least one year. A member appointed and serving an unexpired term consisting of 12 or more months shall be considered to have served the equivalent of a full term for the purpose of succession. However, if the service in the unexpired term is for less than 12 months, such service shall not count as a full term for the purpose of succession, and the member will be eligible to serve for two full terms before having to leave the Board for at least one year.
6. Compensation and Expenses. Trustees shall receive no payment for their services. Trustees may be reimbursed for allowable and reasonable out-of-pocket expenses incurred on Board-approved business. Expenses shall be itemized, documented and approved by the Board at the next regularly scheduled meeting.
7. Resignation and Removal. A Trustee may resign by submitting his or her resignation in writing to the Chairman of the Board of Trustees. The resignation shall be effective when the notice is delivered unless the notice specifies a future effective date, and the Corporation accepts the future effective date. A Trustee may be removed for cause at a meeting of Trustees in the then existing procedure set forth in Florida Statutes, currently codified as Section 617.0808, Florida Statutes.
8. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the Trustees at a regular or special meeting of the Board. In order to preserve the present sequence for staggered terms, a Trustee selected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office.
9. Parent Representative ("Board Liaison") and Principal Attendance. So long as any of the Charters remain in effect, the Board must appoint a parent representative (otherwise known as the "Board Liaison") for School in the System to facilitate parental involvement and resolve disputes in compliance with Section 1002.33(9)(p)2. The Board Liaison must reside in the county in which the respective School is located and may be a member of the Board, a School employee or individual contracted to represent the Board. Each Board

Liaison and each School principal, or his or her designee(s) designated by the Board, must attend meetings of the Corporation in person.

Section B. Selection of Trustees

1. Selection Process. The method for selecting Trustees is designed to promote checks and balances by having four seats emanate from the member Schools through a nominating process, one seat nominated by the City of Lake Wales in recognition of its support and involvement in the school system, and three seats selected by the existing Board for the purpose of continuity and stability.
2. Nominating Committee. On or before March 15 of each year, the Board shall name a five-person Nominating Committee to oversee and perform the duties set forth below. The Board Chair will designate the Chair for the Nominating Committee. The Nominating Committee shall not consist of the Board's General Counsel or the Superintendent.
3. Nominations from Schools. Each year, the School Advisory Committees (SAC) and the Parent Teacher Organizations (PTA/PTOs) from each member school, pursuant to the requirements for the qualifications of Trustees as set forth above, may, on or before April 15, nominate one or more individuals to become a Trustee for Seats 4, 6, and 8 in the years that the terms for those seats expire. The nominations shall be forwarded to the Nominating Committee on or before May 1.
4. Teacher Nominations. Each year, one of the Schools, through an established rotation process, will forward the name of their selected teacher Trustee to the Nominating Committee on or before May 1. A vote of all staff members must be held at the designated school for selection of the teacher Trustee. Beginning with the 2024-25 school year, the School rotation will be as follows:
 - a. Lake Wales High School (2024-25)
 - b. Polk Avenue Elementary (2025-26)
 - c. Dale R. Fair Babson Park Elementary (2026-27)
 - d. Edward W. Bok Academy North (2027-28)
 - e. Hillcrest Elementary (2028-29)
 - f. Janie Howard Wilson Elementary (2029-30)
 - g. Edward W. Bok Academy South (2030-31)

Rotation will continue in this sequence until circumstances require a change.

5. Nomination of Seat 2 by City of Lake Wales. The City of Lake Wales, through their City Commissioners will nominate the member of the Board of Trustees for Seat 2 and forward the name of the person nominated to the Board of Trustees on or before May 1. This nomination may be either a City Commissioner or a person from the Lake Wales Community who the Commissioners feel will serve the best interest of the System.

6. Nominating Committee Advances Names. In the years that the terms for Seats 4, 6, and 8 expire, the Nominating Committee shall select one individual from those nominated by the SACs and PTOs and advance the name to the Board of Trustees for consideration. If the Nominating Committee deems it helpful, the Committee may conduct personal interviews of some or all of the nominees. The names of the nominees selected by the Committee shall be advanced to the Board of Trustees on or before May 15.
7. Final Selection. Trustees have the final vote as to membership. Each year, for the purpose of continuity, the Board of Trustees will select a member for either Seats 3, 5, or 7. The Board of Trustees may, but is not required to; select from those that were previously nominated by the SACs and PTOs but not selected through the nominating process. The vote as to membership shall take place at the Board's regularly scheduled meeting in May. This will enable new Board members to take office and participate in the annual meeting of the System which takes place each year in June.

Section C. Powers and Duties

1. The business, affairs, and property of the System shall be the ultimate responsibility of the Board of Trustees. Without limiting the general powers conferred by state and federal law and these Bylaws, the Board shall have the following powers:
 - (a) To perform any and all duties imposed on the Board collectively or individually by law or by these Bylaws;
 - (b) To make and change policies, rules and regulations not consistent with law, or with these Bylaws, for the management and control of the System and its affairs, and of its employees and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the System, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the System's purpose and mission;
 - (c) To develop an annual System schedule of events and activities;
 - (d) To establish and approve all major educational and operational policies;
 - (e) To authorize any Trustee(s), officer(s), or agent(s) to enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose or execute and deliver any instrument in the name of and on behalf of the Corporation, which such authority may be general or confined to specific instances;
 - (f) To hire, supervise and direct an individual as Superintendent who will be responsible for the day-to-day operations of the System, who will be annually evaluated prior to the end of each calendar year. Each Board member will complete a Board-approved evaluation form.

- (g) To annually adopt and maintain an operating budget and thereafter exercise continuing oversight over System operations;
- (h) To cause to be kept a complete record of all the minutes, acts and proceedings of the Board;
- (i) To cause an annual inspection or audit of the accounts of the System, as well as any other audits required by law, to be made by an accountant to be selected by the Board, showing in reasonable detail all of the assets, liabilities, revenues and expenses of the System and its financial condition;
- (j) To ensure ongoing evaluation of the System and provide public accountability;
- (k) To uphold and enforce all laws related to charter school operations;
- (l) To improve and further develop the System;
- (m) To strive for a diverse student population, reflective of the community;
- (n) To ensure adequate funding for the operation of the System;
- (o) To solicit and receive grants and other funding consistent with the mission of the System with the objective of raising operating and capital funds;
- (p) To carry out such other duties as required or described in the System's Charters.

Section C. Attendance

Attendance at meetings of the Board of Trustees is extremely important for the success of the System. While understanding that emergencies and career responsibilities may interfere with attendance, each Trustee should evaluate his or her commitment to the responsibilities as a member of the Board. With this in mind, the Board may vote to replace a Board member who misses three consecutive meetings or is absent for more than 30% of the scheduled meetings during a calendar year. The procedure for replacing a Board member under this provision will follow the vacancy provision in these Bylaws.

ARTICLE V OFFICERS

Section A. Designations

The officers of the Corporation shall include a Chair, Vice-Chair, Secretary, Treasurer, Superintendent, Chief Financial Officer (the “CFO”), Chief Academic Officer (“CAO”) and such other officers as the Board shall deem necessary to elect (collectively, the “Officers”).

Section B. Election and Term of Office

Except for the Superintendent, CFO and CAO, whose hiring, termination and duties are set forth in Article VII, below, all other Officers shall be governed and elected as set forth in this Article. The Board shall elect and appoint all Officers of the System at the annual meeting of the Board. The Officers shall be installed at the annual meeting and serve for terms of one year and until their successors have been duly elected and qualified.

Section C. Chair

The Chair of the Board shall preside at all meetings of the Board. The Chair of the Board shall possess the power to sign all certificates, contracts or other instruments of the System which are approved by the Board. The Chair of the Board shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Section D. Vice-Chair

In the absence of the Chair of the Board or in the event of the Chair's disability, inability or refusal to act, the Vice-Chair of the Board shall perform all of the duties of the Chair and in so acting, shall have all of the powers of the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section E. Secretary

The Secretary shall keep or cause to be kept a book of minutes at the principal office of all meetings of the Board with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the name or names of the Trustees present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws and by the Florida Sunshine Law and shall perform such other duties as may be prescribed by the Board from time to time. The duties of the Secretary may be delegated to one or more System employees.

Section F. Treasurer

The Treasurer shall, on behalf of the Governing Board, have oversight regarding the business administration of the Corporation, including, without limitation, its financial records, investments, and other evidence of school properties and assets. The Treasurer shall ensure that regular books of account are kept for the Corporation that set out business transactions of the Corporation and reports and filing made, all in compliance with applicable Florida law, and that such books are at all times open to inspection to the extent called for by Florida Law or the charter contract. The Treasurer shall consult with the Superintendent, CAO and CFO regarding the preparation of an annual budget for the System, including each of the Schools, for the consideration and approval of the Board. The duties of the Treasurer may be delegated to one or more System employees.

Section G. Resignation and Removal of Officers

An Officer may resign at any time by delivering written notice to the Chair of the Corporation. Such notice will be effective when the notice is delivered unless the notice reflects

a future effective date, and the Board accepts the future effective date. Any Officer of the System may be removed, either with or without cause, by a two-thirds (2/3) majority of the Trustees then in office at any regular or special meeting of the Board.

Section H. Vacancies

A vacancy in any office caused by death, resignation, removal, disqualification, or otherwise, may be filled by the Board by a majority vote for the unexpired portion of the term.

Section I. Committees

The Board may establish and appoint members to such standing committees and/or ad hoc committees as it thinks necessary for the effective governing of the Corporation. The permitted activities and scope of each such committee shall be established by the Board at the inception of each such committee and may be amended by the Board from time to time. Committees may be made up of Board members and non-Board members. So long as the Charters remain in effect, any standing or ad hoc committees subject to the Florida Sunshine Act (Section 286.011, Florida Statutes) will be noticed and conducted in accordance with such Act. Committee member terms shall be established upon appointment and shall be one year or less. Committee terms may be renewed. The Board shall appoint a chair for each committee unless otherwise provided in these Bylaws.

Section J. Election of Officers

The Board shall elect Officers during or before its annual meeting which shall be held in conjunction with the regularly scheduled June meeting of the Board. Each officer shall hold office until the election of a successor unless earlier removed by death, resignation, or for cause.

ARTICLE VI BOARD MEETINGS

Section A. Regular Meetings

The Board shall meet at least quarterly, and at such times and places as the Board may determine.

Section B. Annual Meeting and Retreat

An annual meeting of the Board for the election of officers and such other business as may come before the meeting shall be held each year in conjunction with the regularly scheduled June meeting. Board members initiating their terms of office shall be sworn in at the annual meeting. The meeting shall be held on the same date in June in which the System conducts its annual strategic planning retreat. At the retreat, the newly elected Board, together with the senior management of the System, will conduct the strategic thinking and planning for the future of the System. The strategy will include consideration of the System's mission (purpose), vision (ideal

future state), goals (qualitative result in three to five years), strategies (broad plan of action), and objectives (quantifiable and specific steps that are annual in scope).

Section C. Special Meetings

A special meeting of the Board of Trustees may be held whenever called by the Chair or by a majority of the Trustees, and any and all business may be carried out at a special meeting. Each call for a special meeting shall be in writing or by actual notice, with certification of the notice to be entered by the corporate secretary into the minutes of the special meeting.

Section D. Executive Committee

The Executive Committee shall consist of the Chair, Vice-Chair, and the Superintendent. The Executive Committee shall be empowered to act for the System within the interval between meetings of the Board, but only upon those issues that are necessary for action between such meetings and regarding those issues where a special meeting of the Board would be impractical. The Secretary or the Secretary's designee shall take minutes of such meeting copies of which shall be provided to the full Board. Any action by the Executive Committee must come before the next regularly scheduled or special meeting of the Board for review and potential ratification by the Board.

Section D. Compliance with Sunshine Law

Notice of all meetings specified above shall occur in compliance with Florida's Sunshine Law (Section 286.011, Florida Statutes):

1. The Notice should contain the time and place of the meeting and, if available, an agenda (or if no agenda is available, subject matter summations might be used)
2. The Notice should be prominently displayed in the main lobby of the Lake Wales Charter Schools' offices and readily available for public viewing.

Section E. Open Meetings

So long as the Corporation's Charters remain in effect, to the extent required by such laws, rules and regulations as govern the operation of such public charter schools; all meetings of the Board of Trustees will be open and accessible to the public, noticed, and conducted in accordance with the Florida Sunshine Act (Section 286.011, Florida Statutes). Meetings of the Board shall not be closed to the public except as specifically permitted by the Florida Sunshine Act and with prior consultation with legal counsel. The Corporation will establish a policy governing public comment and input in accordance with Florida law.

Section F. Quorum

A majority of the voting members of the Board of Trustees shall constitute a quorum at any non-Executive Committee meeting of the Board. Quorum may be established by in-person attendance or by attendance through communications media technology in accordance with the requirements of Section 1002.33(9), Florida Statutes. When a quorum is present, a majority of the Board members present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by a charter contract, or by these Bylaws. Every act of a majority of the Board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees.

ARTICLE VII MANAGEMENT

Section A. Management

The Board shall be ultimately responsible for the regulation, control, and management of the System and shall have the power and authority to perform all acts and functions not inconsistent with state and federal law, the Corporation's Articles of Incorporation, the Charters, and these Bylaws. The management philosophy of the System is set forth in the Policies and Procedures (the "Policies") adopted by the Board from time to time and may be used as a reference for the consistent interpretation of these Bylaws. The Policies envision a small and efficient System staff providing leadership, support and synergy for the System.

Section B. Superintendent

The Board shall have the power to employ and compensate a Superintendent who shall serve at the pleasure of the Board. The Superintendent shall be the Chief Executive Officer for the System responsible for the day-to-day operation of the System in accord with policies and practices established by the Board. However, the Superintendent shall not be a member of the Board. The Superintendent has the power to hire and directly supervise exceptional school leaders as principals for each of the Schools with the approval of the Board. The Superintendent shall directly supervise the CFO, CAO and all other System staff. The Superintendent, in consultation with the Treasurer, CFO, CAO and Principals, shall create a budget for the System, subject to the approval of the Board. The System's budget will be comprised of the budgets for each of the Schools in the System, as well as other budgetary items as may be necessary for the efficient and consistent operation of the System. In developing and recommending the System and School budgets, the Superintendent may consider financial support between the Schools as permitted by Florida charter school law.

Section C. Chief Financial Officer

The Chief Financial Officer (the "CFO") shall be hired by the Superintendent with the approval of the Board. The CFO shall have oversight responsibility and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the System, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Trustee. The

Chief Financial Officer shall be charged with safeguarding the assets of the System and shall sign financial documents on behalf of the System in accordance with the established policies of the System. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed by the Board from time to time. The CFO shall be employed by the Corporation and shall not be a member of the Board.

Section D. Chief Academic Officer

The Chief Academic Officer (the “CAO”) shall be hired by the Superintendent with the approval of the Board. The CAO shall be employed by the Corporation and shall not be a member of the Board. The CAO shall have oversight and responsibility over the academic affairs of the System, including, without limitation, provision of academic support to principals, coordination of teacher development and professional development, curriculum and cultivation of best practices and collaboration among the Schools. The CAO shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

ARTICLE VIII INSURANCE AND INDEMNIFICATION

Section A. Bonds and Insurance

The Board shall require the Superintendent and the Chief Financial Officer as well as all other officers, agents and employees responsible for the custody of any funds or property to give adequate bonds. Such bonds shall be furnished by a responsible bonding company and approved by the Board, and the cost thereof shall be paid by the System. The Board shall provide liability and other forms of insurance for the Corporation, the System, and its employees in at least the types and amounts as required by the Charters.

Section B. Indemnification

The Corporation shall indemnify and advance expenses on behalf of its Trustees and Officers to the fullest extent permitted under Section 617.0831, Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Trustees and Officers arising from their relationships with the Corporation in any and all capabilities. By resolution duly adopted, the Board of Trustees may authorize the Corporation to (i) indemnify any or all of its employees and agents who are not Trustees to any extent that the Board of Trustees may determine, up to and including the fullest extent permitted under Section 617.0831, Florida Statutes, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its Trustees, officers, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationship with the Corporation. A Board member or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Trustees, except that nothing contained herein shall relieve a Board member or officer from liability for breach of a duty based on an act of omission: (a) in breach of such person’s duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt of an improper personal benefit.

**ARTICLE IX
FISCAL YEAR AND FINANCIAL MANAGEMENT**

Section A. Loans

No loans shall be contracted for or on behalf of the Corporation, and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer or Board member of the System.

Section B. Checks, Drafts, and Notes

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the System shall be signed by the Chief Financial Officer and the Superintendent or by agents of the System as determined by the Board. In the absence of either the Chief Financial Officer or the Superintendent (but not both) the designee of the absent officer may sign as the second signature.

Section C. Depositories

All funds of the System not otherwise employed shall be deposited to the credit of the System in such banks, trust companies, or other custodians located in the greater Lake Wales area as the Board may select.

Section D. Fiscal Year

The fiscal year of the System shall begin on July 1 and end on June 30.

Section E. Annual Reports

The System shall provide an annual, or more frequently if otherwise required by law or the Charters, financial report and program cost report information in the state-required formats for inclusion in District reporting in compliance with Florida Charter School Law.

Section F. Audits

The accounts of the Corporation shall be audited at the close of each fiscal year by an independent auditor, who is a Certified Public Accountant and who has expertise in accounting of tax-exempt organizations. Audits shall be done in compliance with Florida Charter School Law and all applicable state and federal laws controlling non-profit tax-exempt corporations and thereafter submitted to the Board for its review and approval.

**ARTICLE X
AMENDMENTS TO BYLAWS**

Amended and Restated Bylaws of Lake Wales Charter Schools, Inc.
Revised [February 24, 2025]

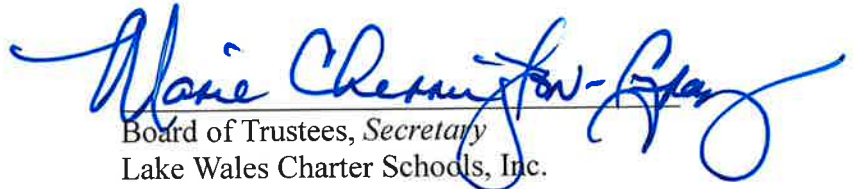
The Board of Trustees shall have the power to make, amend, or repeal the Bylaws of the Corporation, either in whole or in part. The Bylaws may be amended at any regular meeting of the Board of Trustees, or any special meeting called for that purpose. Written notice stating the time and location of the regular meeting or special meeting must be given to all Board members not less than ten (10) days prior to the meeting at which such change(s) shall be proposed and voted upon. Any change shall require the approval by a minimum of five (5) voting Trustees.

ARTICLE XI
PURPOSE OF BYLAWS

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the mission and purposes of the Corporation and the System. These Bylaws shall never be construed in any way to impair the efficient operation of the Corporation or the System.

CERTIFICATION

I HEREBY CERTIFY that these Amended and Restated Bylaws constitute the Bylaws for the Corporation, which were duly adopted by the required vote of the Board of Trustees of Lake Wales Charter Schools, Inc., at a duly noticed public meeting, at which a quorum was present, on APRIL 21, 2025.


Board of Trustees, Secretary
Lake Wales Charter Schools, Inc.