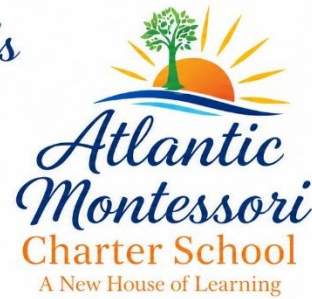

Atlantic Montessori Charter Schools

#5029 & #5164
2550 South Flamingo Road
Davie, FL 33325
954-423-9704



AMENDED AND RESTATED BYLAWS OF ATLANTIC MONTESSORI CHARTER SCHOOL, INC. A Florida Not-for-Profit Corporation

PREAMBLE

These Amended and Restated Bylaws are adopted by the Governing Board of Atlantic Montessori Charter School, Inc. ("Corporation") and supersede and replace all previously adopted bylaws and any inconsistent governance provisions.

These Bylaws establish the governance structure of the Corporation in accordance with the Articles of Incorporation, Chapter 617, Florida Statutes, Section 1002.33, Florida Statutes, the Charter Contract with Broward County Public Schools, and all other applicable laws.

The Governing Board is responsible for the governance of the Corporation. The Executive Director serves as the chief administrative officer responsible for implementing the policies of the Governing Board and administering the day-to-day operations of the Corporation.

ARTICLE I

NAME, PURPOSE, AND AUTHORITY

Section 1. Name

The name of this Corporation is Atlantic Montessori Charter School, Inc.

Section 2. Purpose

The Corporation is organized exclusively for charitable and educational purposes through the operation of public charter schools and related educational programs in accordance with applicable law.

Section 3. Authority

The Corporation shall operate in accordance with its Articles of Incorporation, these Bylaws, the Charter Contract, applicable federal and state laws, and all regulations governing Florida charter schools.

ARTICLE II

GOVERNING BOARD

Section 1. General Authority

The Governing Board is the governing body of the Corporation and is responsible for protecting the mission, ensuring financial stability, maintaining legal and charter compliance, establishing organizational policy, and providing long-term strategic leadership.

The Board shall govern through policy, oversight, accountability, and responsible stewardship while maintaining an appropriate distinction between governance and administration.

Section 2. Responsibilities

The responsibilities of the Governing Board include:

- a. Establishing the mission, vision, and long-term strategic direction of the Corporation.
- b. Adopting and amending Board policies and these Bylaws.
- c. Approving the annual operating budget and monitoring the financial condition of the Corporation.
- d. Reviewing and accepting the annual independent financial audit.
- e. Monitoring academic performance, organizational effectiveness, and compliance with the Charter Contract.
- f. Appointing, supporting, evaluating, and, when necessary, removing the Executive Director.
- g. Approving significant financial obligations, financing arrangements, capital projects, real estate transactions, and contracts requiring Board approval.
- h. Appointing officers, filling Board vacancies, and maintaining effective governance of the Corporation.
- i. Planning for the long-term sustainability and success of the Corporation.

Section 3. Board Composition

The Governing Board shall consist of not fewer than three (3) and not more than five (5) voting directors.

Section 4. Qualifications

Directors shall support the mission of the Corporation, satisfy all legal eligibility requirements, complete all training required by law, and faithfully perform their fiduciary responsibilities.

Section 5. Terms

Directors shall serve two-year terms and may be reappointed.

Section 6. Resignation

A director may resign at any time by written notice to the Chair, Secretary, Executive Director, or the Corporation's registered agent. Unless otherwise specified, the resignation shall become effective upon receipt.

Section 7. Removal

A director may be removed by majority vote of the Governing Board whenever such action is determined to be in the best interests of the Corporation.

Section 8. Vacancies

Vacancies shall be filled by majority vote of the remaining directors. Directors appointed to fill a vacancy shall serve the remainder of the unexpired term unless otherwise determined by the Board.

Section 9. Emergency Governance Continuity

If the number of directors falls below the minimum required by these Bylaws, the remaining director or directors shall retain temporary authority to fill vacancies, preserve the Corporation's legal and financial standing, conduct required business necessary for continuity, and restore the minimum Board membership as promptly as practical.

Section 10. Matters Reserved to the Governing Board

The following actions require approval of the Governing Board:

- a. Adoption or amendment of the Articles of Incorporation or these Bylaws.
- b. Approval of the annual budget.
- c. Acceptance of the annual audit.
- d. Appointment, evaluation, or termination of the Executive Director.
- e. Approval of borrowing, financing, or other significant financial obligations.
- f. Purchase, lease, or sale of real property.
- g. Approval of contracts exceeding limits established by Board policy.
- h. Material amendments to the Charter Contract.
- i. Opening or closing a school or campus.
- j. Dissolution, merger, or reorganization of the Corporation.

All other administrative matters shall be carried out in accordance with these Bylaws and policies adopted by the Governing Board.

ARTICLE III

OFFICERS

Section 1. Officers

The officers of the Corporation shall consist of a Chair, Vice Chair, Secretary, and Treasurer.

The Governing Board shall elect officers annually.

One individual may serve in more than one office except that the Chair and Secretary shall not be the same person.

Section 2. Chair

The Chair shall preside over meetings, facilitate the work of the Governing Board, and perform duties assigned by the Board.

Section 3. Vice Chair

The Vice Chair shall perform the duties of the Chair during the Chair's absence or inability to serve.

Section 4. Secretary

The Secretary shall ensure that Board minutes and official corporate records are maintained in accordance with applicable law.

Section 5. Treasurer

The Treasurer shall assist the Governing Board in overseeing the financial affairs of the Corporation and reviewing financial reports, budgets, and audits.

Section 6. Officer Vacancies

Officer vacancies shall be filled by majority vote of the Governing Board for the remainder of the unexpired term.

ARTICLE IV

MEETINGS

Section 1. Regular Meetings

The Governing Board shall meet as necessary to conduct the business of the Corporation and to satisfy all requirements of law and the Charter Contract.

Section 2. Special Meetings

Special meetings may be called by the Chair or any two directors.

Section 3. Emergency Meetings

Emergency meetings may be called whenever immediate action is necessary to protect the interests of the Corporation or ensure compliance with applicable law.

Section 4. Notice

Notice of meetings may be provided electronically or by any other method permitted by law.

Section 5. Virtual Meetings

Meetings may be conducted through electronic communication technology whenever permitted by law and the Charter Contract.

Section 6. Agendas

The Chair and Executive Director shall prepare meeting agendas. Any director may request that an item be placed on a future agenda.

Section 7. Consent Agenda

Routine administrative matters may be considered through a consent agenda unless removed by any Board member for separate discussion.

Section 8. Minutes

The Secretary shall ensure that minutes accurately reflect actions taken by the Governing Board and that approved minutes become part of the permanent corporate record.

ARTICLE V

QUORUM AND VOTING

Section 1. Quorum

A quorum shall consist of a majority of the directors then serving.

Section 2. Voting

Each director shall have one vote.

Unless otherwise required by law or these Bylaws, action shall be approved by majority vote of the directors present at a meeting where a quorum exists.

Proxy voting shall not be permitted.

Section 3. Electronic Polling

Electronic polls and surveys may be used for scheduling meetings, gathering information, or obtaining informal feedback but shall not constitute official Board action unless permitted by law.

Section 4. Official Action

Official action of the Governing Board shall occur only during properly noticed meetings held in accordance with applicable law.

ARTICLE VI

ADMINISTRATION

The Executive Director serves as the chief administrative officer of the Corporation and is responsible for implementing the policies adopted by the Governing Board and administering the day-to-day affairs of the Corporation.

The Executive Director shall provide leadership for educational programs, personnel, finance, operations, facilities, student services, compliance, and other administrative functions necessary to fulfill the mission of the Corporation.

The Executive Director shall regularly report to the Governing Board regarding finances, academic performance, enrollment, compliance, and other matters affecting the operation of the Corporation.

The Governing Board shall conduct an annual evaluation of the Executive Director using criteria established by the Board.

ARTICLE VII

COMMITTEES

The Governing Board may establish standing or ad hoc committees whenever determined to be beneficial to the Corporation.

Committee responsibilities, membership, and authority shall be established by resolution of the Governing Board.

Committees serve in an advisory capacity unless otherwise authorized by the Governing Board.

ARTICLE VIII

FINANCE AND CORPORATE RECORDS

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

The Governing Board shall approve an annual operating budget and review regular financial reports.

An independent annual financial audit shall be completed as required by law.

The Corporation shall maintain accurate financial records and corporate records in accordance with applicable law.

Corporate records may be maintained electronically to the extent permitted by law.

ARTICLE IX

GENERAL PROVISIONS

Directors shall comply with all applicable ethics, conflict of interest, financial disclosure, and governance requirements established by federal law, Florida law, and the Charter Contract.

The Corporation may indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

If any provision of these Bylaws is determined to be invalid, the remaining provisions shall remain in full force and effect.

These Bylaws shall be reviewed periodically by the Governing Board and may be amended at any properly noticed meeting by majority vote of the full Governing Board.

ARTICLE X

ADOPTION

These Amended and Restated Bylaws were adopted by the Governing Board of Atlantic Montessori Charter School, Inc. at a duly noticed public meeting held on July ____ 2026.

These Bylaws supersede and replace all prior bylaws of Atlantic Montessori Charter School, Inc.

CERTIFICATION

I certify that these Amended and Restated Bylaws were duly adopted by the Governing Board of Atlantic Montessori Charter School, Inc.

Board Chair: Chima Burey (Print Name)


Chima Burey (Aug 10, 2026 22:56:38 EDT) (Signature)

Date: 7/31/2026

Updated 2026 AMENDED AND RESTATED BYLAWS

Final Audit Report

2026-08-11

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"Updated 2026 AMENDED AND RESTATED BYLAWS" History

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