



## Community Board Bylaws

- (Amended for Legal Compliance December 19th, 2023)
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- (Amended June 21st, 2024)
- (Amended July 8th, 2024)
- (Amended January 15th, 2025)
- (Amended August 14th, 2025)

## ARTICLE 1 – Purposes and Organization

### Article 1.1 Purposes

Academy for Five Element Acupuncture, Inc., referred to hereafter as “the Academy,” shall be operated for the purposes of teaching, promoting, and practicing Five Element Acupuncture, as established and promulgated in the West by Professor J.R. Worsley (1923-2003).

#### § 1.1.1. A non-profit organization.

The Academy shall be organized as a Florida Non-Profit Corporation (FNPC) under Florida law. The Academy shall maintain tax exempt non-profit status as an exempt educational institution under IRC §501c(3).

#### § 1.1.2. Operation in the public interest.

The Academy’s core activities shall at all times be conducted in the public interest and for the public benefit.

#### § 1.1.3. Stakeholder and community input.

In all its activities and operations, including institutional governance, the Academy shall encourage input from stakeholders, and be responsive to the needs of its various communities of interest including students, clinic patients, faculty members, employees, graduates and alumni, local practitioners, and members of the public. The Academy shall designate seats on the board for core stakeholder groups.

### Article 1.2 Activities

The Academy’s activities shall be primarily educational in nature, and shall include the design and conduct of educational classes, training programs, workshops, and seminars for students, faculty, alumni, licensed practitioners, and members of the general public. The Academy shall also operate one or more community teaching clinics for the practice of Five Element Acupuncture and the training of students and interns.

## ARTICLE 2 – The Community Board

The Academy shall be governed and directed by a Community Board (“the board”) comprising members of the college stakeholder communities and representatives of the public interest.

### Article 2.1 Responsibilities and Powers of the Community Board

The Community Board shall have the following responsibilities and powers.

#### § 2.1.1. General oversight of institutional goals and outcomes.

2.1.1.1. Mission, vision, and principles.

The Community Board shall be charged with establishing, periodically reviewing, and evaluating the organization's success in achieving its institutional mission, vision, and principles (values).

#### 2.1.1.2. Educational objectives and program service outcomes.

The Community Board shall be responsible for ensuring appropriate oversight of institutional educational objectives including clinical program service outcomes. The board shall, when appropriate, establish committee structures designed to oversee, periodically review, and monitor the quality of the institution's work.

#### 2.1.1.3. Accreditation activities.

The Community Board shall be responsible for ensuring appropriate oversight of, and engagement with, accreditation activities, including reporting, monitoring, standards review, and periodic self study processes.

### **§ 2.1.2. Oversight of executive leadership.**

#### 2.1.2.1. Selection and hiring of the Executive Director.

The Community Board shall be responsible for selecting and hiring the Academy's chief executive officer (hereafter "Executive Director").

#### 2.1.2.2. Annual written Executive Director performance evaluation.

The Community Board, under the leadership of the board Chair, shall undertake regular annual written performance evaluations of the Executive Director's work, and shall periodically adjust compensation rates for this position.

#### 2.1.2.3. Criteria for successful Executive Director job performance.

The Community Board shall develop and disseminate written policy documents including criteria for board expectations relating to successful work performance for the role of Executive Director.

### **§ 2.1.3. Oversight of institutional finances.**

The Community Board shall be responsible for ongoing general oversight of institutional finances.

#### 2.1.3.1. Approval of annual budget.

Working with the Executive Director and staff in the finance department, the Community Board shall review the development of, and ultimately approve, annual institutional budgets, periodically ensuring the accuracy of budget projections throughout the fiscal year.

#### 2.1.3.2. Regular review of institutional financial statements.

Working with the Executive Director and staff in the finance department, the Community Board shall regularly (at minimum once per quarter) receive and review: 1) income statements (profit-and-loss) incorporating year-to-date budget analyses; 2) balance sheet information; and 3) statements of projected cash flows.

#### 2.1.3.3. Selection of independent auditor.

The Community Board shall approve the hiring of an independent external auditor to perform annual financial audits of the institution, including required Title IV financial aid audits.

#### 2.1.3.4. Annual review of audited financial statements and I-990 forms.

The Community Board shall review the results of independent annual financial audits of the Academy's financial systems and outcomes, and annual federal tax forms, in order to remain apprised of, and safeguard, the institution's financial status.

#### 2.1.3.5. Fund raising and development.

The Community Board shall oversee and monitor fund raising plans and institutional development activities.

#### 2.1.3.6. General financial monitoring.

The Community Board, under the leadership of the board Treasurer, shall periodically review the Academy's general financial situation, including review of financial risk management, insurance policies, investment portfolios, bank accounts, loans and equity lines, real property, and other

assets and liabilities.

#### **§ 2.1.4. Oversight of strategic planning activities.**

The Community Board shall oversee the formulation and implementation of long-term strategic planning activities and goals.

#### **§ 2.1.5. Reflexive monitoring of governance activities.**

The Community Board shall be responsible for regularly monitoring its own activities, assessing its success as a governing entity, and undertaking iterative processes of internal quality improvement, based on the regular application of validated self assessment mechanisms.

#### **§ 2.1.6. Implementation of best practices.**

The Community Board shall be responsible for encouraging the dissemination and institutionalization of systematic best practice structures and processes throughout the Academy, based on contemporary models of successful non-profit governance.

#### **§ 2.1.7. Development of institutional policies.**

The Community Board shall be responsible for developing a repository of institutional policies, which shall provide guardrails, limits, and guidance to students, administrative and instructional staff, as appropriate, in various domains of institutional functioning including: codes of conduct and professionalism guidelines, general financial policies, tuition and fee policies, investment policies, human resources policies including policies on hiring, compensation, benefits, raises, training, and performance evaluation, general assessment and evaluation policies, and policies on ethics and conflicts of interest.

### **Article 2.2 Structure and Functioning of the Community Board**

#### **§ 2.2.1. Number and designation of voting seats.**

The Community Board shall comprise 15 designated voting seats. One (1) group of seats shall be designated for board members who are appointed to represent the public interest. Four (4) groups of seats shall be designated for board members who are elected by Academy stakeholder groups. See § 2.2.7. (Table 1) for an overview of the characteristics of the seats on the Community Board.

#### **§ 2.2.2. Designated public interest seats.**

The Community Board shall include a group of three (3) designated public interest seats.

##### **2.2.2.1. General information about public interest seats**

In its structures of decision making, the Academy shall put into practice an ongoing commitment to broad and effective representation of the public interest. This fundamental principle shall manifest via the active ongoing cultivation, recruitment, and engaged participation of qualified public interest members from diverse backgrounds on the Community Board.

##### **2.2.2.2. Eligibility criteria for public interest seats**

Candidates for public interest seats on the Community Board may include individuals from the local community, the Academy's current or former patient populations, the broader national and international Five Element practitioner and patient community, or other general domains relevant to nonprofit governance such as education, law, medicine, business, or finance. Every effort shall be made to ensure that public interest members represent diverse communities, including geographically local members and underrepresented communities. With the exception of clinic patients, candidates for public interest seats shall be generally independent of the Academy and its activities, and shall not have other existing (current) stakeholder affiliations, either directly or indirectly, e.g., via family, professional or other business or client-based connections.

##### **2.2.2.3. Selection process for public interest seats**

Candidates for public interest seats on the Community Board shall be initially identified informally by the Board Development standing committee, under the leadership of the board Vice-Chair. Resumes of interested potential candidates shall be circulated to committee members, and other board members. Opportunities to discuss candidates shall be made available prior to any approval process. Candidates for open public interest seats shall be appointed by a majority vote at a regular board meeting, following an appropriate nomination, review, and deliberation process. Open public interest seats may be filled at any time, at the discretion of the board. Individuals may self-nominate for open public interest seats by sending letters of interest to the chair of the Board Development standing committee. Self-nominated candidates shall electronically

submit a resume (or equivalent) and a statement of interest, in PDF format.

#### 2.2.2.4. Tenure and term for public interest seats

**Terms:** Terms of appointment shall be two years (24 months). Terms and voting rights shall commence on the date of appointment. Terms shall expire on the date of the first regularly scheduled board meeting after the two-year anniversary of the date of initial appointment. The board may at its discretion adjust terms or expiration dates for seats in this category. If a board member's stakeholder status changes during a term, such that after the change the board member is no longer eligible to serve on the board in the public interest category, the board member shall step down from board service at that time, and the seat shall become vacant/open.

**Resignations:** If a current board member resigns from the board or is for any other reason unable to continue serving during an unexpired term, the term shall end and the seat shall become vacant/open on that date and the community shall be notified of the vacancy.

**Reappointment:** After completing an initial two-year term, incumbents shall be eligible to seek reappointment for one additional two-year term. For public interest seats, reappointment of incumbents to a second term shall be at the discretion of the board.

**Term limitations:** Public interest members who complete four consecutive years of board service (two terms) shall agree to step off the board at the completion of their second term, for a period of not less than two years.

### § 2.2.3. Designated faculty seats.

The Community Board shall include a group of three (3) designated faculty seats.

#### 2.2.3.1. General information about faculty seats

Classroom instructors, clinic supervisors, and other regularly paid teaching staff including teaching assistants ("faculty") represent one of the core stakeholder groups at the Academy. Encouraging the active and engaged participation of members of this core group in shaping the structure and functioning of institutional decision making reflects the Academy's commitment to stakeholder governance. (See APPENDIX 1.)

#### 2.2.3.2. Eligibility criteria for faculty seats

Candidates for faculty seats on the Community Board shall be drawn from the pool of current Academy instructional staff, including classroom instructors, clinic supervisors, and teaching assistants. Eligibility for faculty status shall be defined by current rosters maintained by the Academy's Academic Dean and Clinic Director at any given time. Candidates for faculty seats shall have worked at the Academy for a minimum of one (1) year before being eligible to seek election to the board. Candidates for faculty seats on the board may hold other stakeholder affiliations (e.g., alumni) in addition to their faculty role at the time of appointment.

#### 2.2.3.3. Selection process for faculty seats

Candidates for faculty seats on the Community Board may self nominate or may be nominated by others. Candidates shall be selected to serve on the board by their peers, i.e., by other current classroom instructors, clinic supervisors, or teaching assistants. The selection mechanisms shall involve a transparent nominations process, and timely circulation of a resume (or equivalent) and a statement of interest to the voting group prior to decisions. Online election processes shall be utilized if nominations to fill available seats are contested. Election processes, if utilized, shall include secure secret ballot procedures, and ranked choice voting methods where applicable. Election processes for faculty seats, and any applicable policies, shall be overseen and maintained by the Board Development standing committee.

#### 2.2.3.4. Tenure and term for faculty seats

**Terms:** Terms of appointment shall be two years (24 months). Terms and voting rights shall commence on the date of appointment. Terms shall expire on the date of the first regularly scheduled board meeting after the two-year anniversary of the date of initial appointment. The board may at its discretion adjust terms or expiration dates for seats in this category. If a board member's stakeholder status changes during a term, such that after the change the board member is no longer eligible to serve on the board in the category to which they were originally appointed, the board member shall step down from board service at that time, and the seat shall become vacant/open.

**Resignations:** If a current board member resigns from the board or is for any other reason unable to continue serving during an unexpired term, the term shall end and the seat shall become vacant/open on that date and the community shall be notified of the vacancy.

**Reappointment:** After completing an initial two-year term, incumbents shall be eligible to seek reappointment for one additional two-year term. Reappointment of incumbents to a second term shall require stakeholder input. The regular process for board member recruitment described in these bylaws for this category of seat shall be used whenever a term expires or a seat otherwise become vacant/open, to ensure that alternative candidates may be considered.

Term limitations: Board members in this category who complete four consecutive years of board service (two terms) shall agree to step off the board at the completion of their second term, for a period of not less than two years.

#### 2.2.3.5. Public interest governance role for faculty seats

The designated faculty seats on the Community Board shall reflect the collective preferences and wishes of the Academy's faculty stakeholder group in the governance of the institution. However, while faculty-specific perspectives enhance the process of governance at the Academy (as in any academic institution), board members who fill these roles shall nonetheless be expected at all times to attend closely to the broader public interest perspective, in addition to faculty-specific perspectives, as they participate in institutional decision making.

### § 2.2.4. Designated staff seats.

The Community Board shall include a group of three (3) designated staff seats. The Executive Director shall fill one (1) *ex officio* staff seat in a voting role.

#### 2.2.4.1. General information about staff seats

Salaried administrative employees, academic administrators, and other regularly paid independent contractors ("staff") represent one of the core stakeholder groups at the Academy. Encouraging the active and engaged participation of members of this core group in shaping the structure and functioning of institutional decision making reflects the Academy's commitment to stakeholder governance. (See APPENDIX 1.)

#### 2.2.4.2. Eligibility criteria for staff seats

Candidates for staff seats on the Community Board shall be current Academy employees or independent contractors, who provide non-instructional services at the time of appointment to the board. Current staff status shall be defined by the current rosters maintained by the Academy's Executive Director at any given time. To be eligible to seek appointment, candidates for staff seats shall have worked at the Academy for a minimum of one (1) year. Candidates for staff seats on the board may hold other stakeholder affiliations (e.g., alumni) in addition to their staff role at the time of appointment.

#### 2.2.4.3. Selection process for staff seats

Candidates for staff seats on the Community Board shall be appointed by their peers, i.e., other current staff members or employees. The Executive Director shall play no role in either encouraging or discouraging the nomination or election of other staff members for seats on the board. The selection mechanism shall involve a nomination process, and the timely circulation of a resume (or equivalent) and a statement of interest to the voting group prior to decisions. Online election processes shall be utilized if nominations to fill available seats are contested. Election processes, if utilized, shall include secure secret ballots, and ranked choice voting where applicable. Election processes for staff seats, and any applicable policies, shall be overseen and maintained by the Board Development standing committee.

#### 2.2.4.4. Tenure and term for staff seats

Terms: Terms of appointment shall be two years (24 months). Terms and voting rights shall commence on the date of appointment. Terms shall expire on the date of the first regularly scheduled board meeting after the two-year anniversary of the date of initial appointment. The board may at its discretion adjust terms or expiration dates for seats in this category. If a board member's stakeholder status changes during a term, such that after the change the board member is no longer eligible to serve on the board in the category to which they were originally appointed, the board member shall step down from board service at that time, and the seat shall become vacant/open. Terms of appointment shall not apply to *ex officio* members of the board.

Resignations: If a current board member resigns from the board or is for any other reason unable to continue serving during an unexpired term, the term shall end and the seat shall become vacant/open on that date and the community shall be notified of the vacancy.

Reappointment: After completing an initial two-year term, incumbents shall be eligible to seek reappointment for one additional two-year term. Reappointment of incumbents to a second term shall require stakeholder input. The regular process for board member recruitment described in these bylaws for this category of seat shall be used whenever a term expires or a seat otherwise become vacant/open, to ensure that alternative candidates may be considered.

Term limitations: Board members in this category who complete four consecutive years of board service (two terms) shall agree to step off the board at the completion of their second term, for a period of not less than two years.

Other considerations: A staff member who switches jobs within the organization chart may choose to continue as a board member until the completion of their existing term. Staff members shall not be subject to removal from the Community Board by decision of the Executive Director alone.

#### 2.2.4.5. Public interest governance role for staff seats

The designated staff seats on the Community Board shall reflect the collective preferences and wishes of the Academy's staff stakeholder group in the governance of the institution. However, while staff-specific perspectives enhance the process of governance at the Academy (as in any academic institution), board members who fill these roles shall nonetheless be expected at all times to attend closely to the broader public interest perspective, in addition to staff-specific perspectives, as they participate in institutional decision making.

#### **§ 2.2.5. Designated student seats.**

The Community Board shall include a group of three (3) designated student seats.

##### 2.2.5.1. General information about student seats

Current students represent one of the core stakeholder groups at the Academy. Encouraging the active and engaged participation of members of this core group in shaping the structure and functioning of institutional decision making reflects the Academy's commitment to stakeholder governance.

##### 2.2.5.2. Eligibility criteria for student seats

Candidates for student seats on the Community Board shall be current Academy students in one of the Academy's accredited programs. Current student status shall be defined by the current rosters maintained by the Academy's Registrar at any given time. To be eligible to stand for a student seat on the board, candidates shall have been enrolled at the Academy for a minimum of three months (including completion of at least one full teaching intensive) before standing for election. Students may be permitted to participate as observers in meetings of the Community Board, at the discretion of the board. Candidates for student seats on the board may hold other stakeholder affiliations (e.g., staff) in addition to their student role at the time of appointment.

##### 2.2.5.3. Selection process for student seats

Candidates for student seats shall be chosen by their peers, i.e., other students. The selection process shall involve a nomination process, and the timely circulation of a resume (or equivalent) and a statement of interest to the voting group prior to decisions. Online election processes shall be utilized if nominations to fill available seats are contested. Election processes, if utilized, shall include secret ballots, and ranked choice voting where applicable. Election processes for student seats, and any applicable policies, shall be overseen and maintained by the Board Development standing committee.

##### 2.2.5.4. Tenure and term of student seats

Terms: For student seats on the Community Board, terms of appointment shall be one year (12 months). Terms and voting rights shall commence on the date of appointment. Terms shall expire on the date of the first regularly scheduled board meeting after the one-year anniversary of the date of initial appointment. The board may at its discretion adjust terms or expiration dates for student seats. If a student board member's stakeholder status changes during a term, such that after the change the board member is no longer eligible to serve on the board in the student category, the student board member shall step down from board service at that time, and the seat shall become vacant/open.

Resignations: If a current board member resigns from the board or is for any other reason unable to continue serving during an unexpired term, the term shall end and the seat shall become vacant/open on that date and the community shall be notified of the vacancy.

Reappointment: At the completion of a term, student incumbents shall be eligible to seek reappointment. Reappointment of student incumbents shall require input from other students. The regular process for student board member recruitment described in these bylaws shall be used whenever a term expires or a seat otherwise become vacant/open, to ensure that alternative candidates may be considered.

Term limitations: Students may serve multiple terms, without limitation, so long as their enrollment status remains current.

##### 2.2.5.5. Public interest governance role of student seats

The designated student seats on the Community Board shall reflect the collective preferences and wishes of the Academy's student stakeholder group in the governance of the institution. However, while student-specific perspectives enhance the process of governance at the Academy (as in any academic institution), board members who fill these roles shall nonetheless be expected at all times to attend closely to the broader public interest perspective, in addition to student-specific perspectives, as they participate in institutional decision making.

#### **§ 2.2.6. Designated alumni seats.**

The Community Board shall include a group of three (3) designated alumni seats.

#### 2.2.6.1. General information about alumni seats

Graduates of the Academy's programs ("alumni") represent one of the core stakeholder groups at the Academy. Encouraging the active and engaged participation of members of this core group in shaping the structure and functioning of institutional decision making reflects the Academy's commitment to stakeholder governance.

#### 2.2.6.2. Eligibility criteria for alumni seats

Candidates for alumni seats on the Community Board shall be graduates of one or more of the Academy's programs, or programs previously offered by the Worsley Institute of Classical Acupuncture (Classes 1 through 8). Current Academy (or WICA) alumni status shall be defined by the current alumni rosters maintained by the Academy's Registrar at any given time. Alumni of the Academy and WICA shall be eligible to seek appointment to the board at any time conditional upon formal graduation from an Academy or WICA program. Candidates for alumni seats on the board may hold other stakeholder affiliations (e.g., staff) in addition to their alumni role at the time of appointment.

#### 2.2.6.3. Selection process for alumni seats

Candidates for alumni seats shall be chosen by their peers, i.e., other alumni. The selection mechanism shall involve a transparent nominations process, and the timely circulation via email of a resume (or equivalent) and a statement of interest to the entire voting group prior to decisions. Online election processes shall be utilized if nominations to fill available seats are contested. Election processes, if utilized, shall include secret ballots, and ranked choice voting where applicable. Election processes for alumni seats, and any applicable policies, shall be overseen and maintained by the Board Development standing committee.

#### 2.2.6.4. Tenure and term for alumni seats

**Terms:** Terms of appointment shall be two years (24 months). Terms and voting rights shall commence on the date of appointment. Terms shall expire on the date of the first regularly scheduled board meeting after the two-year anniversary of the date of initial appointment. The board may at its discretion adjust terms or expiration dates for seats in this category. If a board member's stakeholder status changes during a term, such that after the change the board member is no longer eligible to serve on the board in the category to which they were originally appointed, the board member shall step down from board service at that time, and the seat shall become vacant/open.

**Resignations:** If a current board member resigns from the board or is for any other reason unable to continue serving during an unexpired term, the term shall end and the seat shall become vacant/open on that date and the community shall be notified of the vacancy.

**Reappointment:** After completing an initial two-year term, incumbents shall be eligible to seek reappointment for one additional two-year term. Reappointment of incumbents to a second term shall require stakeholder input. The regular process for board member recruitment described in these bylaws for this category of seat shall be used whenever a term expires or a seat otherwise become vacant/open, to ensure that alternative candidates may be considered.

**Term limitations:** Board members in this category who complete four consecutive years of board service (two terms) shall agree to step off the board at the completion of their second term, for a period of not less than two years.

#### 2.2.6.5. Public interest governance role for alumni seats

The designated alumni seats on the Community Board shall reflect the collective preferences and wishes of the Academy and WICA alumni stakeholder group in the governance of the institution. However, while alumni-specific perspectives enhance the process of governance at the Academy (as in any academic institution), board members who fill these roles shall nonetheless be expected at all times to attend closely to the broader public interest perspective, in addition to alumni-specific perspectives, as they participate in institutional decision making.

#### **§ 2.2.7. Table 1 - Characteristics of the Community Board**

Category of Seats on the Community Board					
	Public Interest Seats	Faculty Seats	Staff Seats	Student Seats	Alumni Seats
<b>Number of Designated Seats</b>	3	3	3	3	3
<b>Prior Experience Required</b>	None	1 year of prior employment at the college	1 year of prior employment at the college	3 months of enrollment; at least 1 intensive	Completion of a Program
<b>Term of Appointment</b>	2 years	2 years	2 years	1 year	2 years
<b>Renewable Term</b>	Yes	Yes	Yes	Yes	Yes
<b>Term Limits</b>	None but must rotate off board for 2 years after 4 consecutive years of service	None but must rotate off board for 2 years after 4 consecutive years of service	None but must rotate off board for 2 years after 4 consecutive years of service	None no limitations on board service while enrollment is current	None but must rotate off board for 2 years after 4 consecutive years of service
<b>Mechanism of Candidate Selection</b>	Direct Board Recruitment	Election by Stakeholder Peers	Election by Stakeholder Peers	Election by Stakeholder Peers	Election by Stakeholder Peers
<b>Mechanism of Appointment</b>	Board vote	Board vote	Board vote	Board vote	Board vote

#### § 2.2.8. Role of Board in approving stakeholder Community Board candidates.

Upon selection by various stakeholders as described above [see Sections §2.2.1 - §2.2.7] the existing Community Board will select from those candidates specific finalists to fill vacant board seats as applicable. Nothing shall be construed to require the board to select every candidate presented to the board. The Community Board reserves the right to request stakeholders present different candidates. Exclusive right to select these finalists is vested in the Community Board, following presentation of candidates by the various stakeholder groups.

*Note: This section of the bylaws was inserted following legal review, to ensure compliance with Florida law. Stakeholders are not “members” of the Community Board, per se, under Florida law. Stakeholders are involved solely for the purposes of presenting candidates to the board.*

#### § 2.2.9. Executive Director’s role on the Community Board

The Executive Director of the Academy shall serve as an *ex officio* voting member of the Community Board. The Executive Director shall also serve as an ex-officio member of all board standing committees. [See Article 3, Section 3.1.6. for more information about the Executive Director’s role at the Academy.]

#### § 2.2.10. Role of elections in filling designated seats.

Transparent, representative, democratic election processes (one-elector-one-vote) shall be the method used to fill any open contested stakeholder designated seats on the Community Board. Election procedures shall include transparent and timely nominations processes, open primaries (if needed), ranked choice voting methods (when appropriate), secret ballots, permanent records of voting, and secure online voting systems (see APPENDIX 2). Elections shall not be required to fill open stakeholder designated seats if there is only a single interested candidate.

#### § 2.2.11. Role of Board Development committee in elections.

Procedures for any election processes that may required to fill stakeholder designated seats on the Community Board shall be established and administered by the Board Development standing committee, under the leadership of the Vice-Chair of the Community Board.

### **§ 2.2.12. Peer relationship dynamics among board members.**

All appointed and elected regular members of the Community Board shall be equally empowered to fulfill their governance responsibilities fully and appropriately at the Academy. Therefore, any two members of the board shall be treated at all times as peers while engaged in the performance of this important institutional governance work. Outside of governance related work, the Academy recognizes that peer relationships among board members may not always exist. Switching between peer-based frames of reference (in governance) and non-peer frames of reference (elsewhere) may be challenging. Being cognizant of the potential for difficulties of this sort, all members of the Community Board shall attempt at all times to maintain strictly professional and entirely collegial peer-based dynamics with all board member colleagues, while governance activities are being undertaken. If substantive interpersonal difficulties arise in this regard, the Board Development committee, under the leadership of the Vice-Chair, shall serve in an advisory and mentoring group for the parties in question. (See APPENDIX 3 for examples.)

### **§ 2.2.13. Remuneration policy for governance work.**

Board members shall be classified as volunteers.

#### **2.2.13.1. Governance work at the Academy shall be unpaid.**

Time spent performing governance work for the Academy shall be uncompensated. Board members shall agree to offer their time and expertise to the institution as a free service to the community. Every effort shall be made to schedule regular governance activities (e.g., board meetings) so that they occur outside regular Monday-Friday working hours. Evening or weekend work may sometimes be required.

#### **2.2.13.2. Reasonable expenses shall be reimbursed.**

Board members who incur reasonable incidental expenses for the governance work they do for the Academy shall be eligible to seek reimbursement.

#### **2.2.13.3. Academy employees shall not seek supplementary compensation for board work.**

Board members who also simultaneously work in regular paid positions at the Academy (e.g., individuals appointed to faculty-designated or staff-designated board seats) shall be mindful of the fact that the governance work they do as board members is unpaid service work, and falls outside of the scope of their regular paid employment at the college. Specifically, Academy employees who also serve as board members shall neither seek supplementary compensation for their governance work (e.g., by submitting additional hours on time sheets), nor substitute the work that they do for the Community Board for any part of their regularly scheduled employment activities (e.g., by reducing the hours worked on regular jobs to offset hours spent working in governance work).

### **§ 2.2.14. Protection against excess private benefit (inurement).**

With the assistance of the board Treasurer and the staff of the finance department, the board shall periodically review the financial relationships that exist between the Academy and any members of the Community Board who may receive regular or one-time financial benefits or payments from the organization. This includes a review of salaries, wages, benefits, independent contractor payments, financial or other contracts, pay rates, tuition discounts, credits, vouchers, or reimbursements for incidental expenses. It may also include other generic (nonfinancial) benefits that may be of value. The purpose of this review shall be to protect the institution against impermissible excessive private benefit (inurement) accruing to board members in the distribution of the Academy's financial and other resources. The board shall achieve this goal by verifying that existing financial arrangements between individual board members and the Academy are neither unusually generous nor overly beneficial to the board member in question, relative to accepted market rates, and by verifying also that any contracts or similar agreements are generally consistent with reasonable practices and expectations. The Treasurer of the board shall not participate in any reviews of their own financial relationship with the college. If any staff in the finance department also serve as board members, these individuals shall also not participate in any reviews of their own financial relationships with the college. This process of review shall be especially strictly applied to salaried or other regularly compensated individuals who serve on the board (primarily administrative employees and instructional staff), but all board members should expect to be subject to this review.

### **§ 2.2.15. Adequacy of public interest representation**

The board shall periodically review the number of designated public interest seats on the Community Board, in order to ensure that the various Academy communities of interest, and the public, are adequately represented in the governance of the college. The board shall act to increase the number of designated public interest seats on the Community Board, as specified in the bylaws, if it becomes apparent at any time that the public interest is inadequately represented.

### **§ 2.2.16. Policy on vacant seats**

The board shall be cognizant of the fact that seats on the Community Board may at times become vacant, due to the ending of terms or other normal processes of board replacement and regeneration. Vacancies, per se, shall therefore not be considered indicative of non-compliance with these bylaws. The board shall however recognize that vacant seats merit attention, and the Board Development committee under the chairship of the Vice-Chair shall monitor vacancies periodically and take regular steps to minimize the number of vacant seats on the Community Board. These steps shall include the development of standard written procedures for filling vacant seats, the timely implementation of any such procedures, and regular periodic renewed attempts to fill specific seats that may for whatever reasons remain vacant for unusually long periods.

#### 2.2.16.1. Written procedures for filling vacancies.

The Board Development Committee shall develop a set of standard written procedures that describe how each category of vacant seat on the Community Board shall be filled when vacancies arise. These procedures shall be consistent with the eligibility criteria and selection processes for board membership described elsewhere in these bylaws.

#### 2.2.16.2. Timely implementation of procedures.

Whenever a vacancy arises on the Community Board, the Board Development committee shall in good faith make timely attempts to fill the vacancy by engaging the written recruitment and selection procedures developed by the committee. This process shall initially commence no later than one month after the date the vacancy arises.

#### 2.2.16.3. Ongoing attempts to fill vacant seats.

If, despite the good faith efforts of the Board Development committee, a seat on the Community Board remains vacant after a recruitment process has been fully engaged, the process shall be re-engaged in a timely way. The committee shall, specifically, ensure that the procedures for filling vacant seats shall be engaged at least once every four (4) months.

#### 2.2.16.4. Stakeholder seats vacant for more than one (1) year.

If a stakeholder designated seat on the Community Board remains unfilled for more than one (1) calendar year, despite ongoing good faith efforts of the Board Development committee to fill it, the committee shall review the situation, consult with the stakeholder communities in question, and make any recommendations to the full board for appropriate adjustments to the bylaws that may be required to minimize ongoing Community Board seat vacancies.

### **§ 2.2.17. Minimum number of members in good standing**

If at any given time and for whatever reason the membership of the Community Board falls below five (5) members in good standing, regular meetings of the board shall be suspended, and the Chair of the Board or other presiding officer shall immediately make good faith attempts to fill any and all current vacancies using procedures and methods described elsewhere in these bylaws. These methods shall include elections of stakeholder members or appointments of public interest members. Regular meetings shall resume again only once the number of members of the Community Board in good standing increases to five (5) or more members.

### **§ 2.2.18. Reconstitution of the Community Board in emergencies**

If a dissolution of the Community Board occurs at any time due to any reason including emergencies or any other events, such that no elected or appointed member remains in good standing, the Academy's most senior currently-employed staff member shall at that time be empowered under this section of the bylaws to facilitate the reconstitution of a viable Community Board with at least five (5) new members. This employee shall strictly apply the guidelines for the election of stakeholder members that are established elsewhere in these bylaws, together with any existing supplementary written board policy documents. However, no public interest members shall be appointed by any employee as part of any attempt to reconstitute a viable Community Board. No regular meetings of any newly constituted Community Board created under this section of the bylaws shall occur until at least five (5) new stakeholder members have been duly elected according to the established methods.

### **§ 2.2.19. "At Large" seats**

The Community Board shall reserve the right to reclassify existing (occupied) stakeholder or public interest seats into an interim "At Large" seat category designation, which is not associated with any specific member group or category. The board shall develop written policies describing the characteristics of "At Large" seats, and the conditions under which their creation may occur.

### **§ 2.2.20. Board may adjust the numbers of voting seats in any category**

The Community Board shall reserve the right to adjust, at its discretion, the numbers of voting seats in any voting category (stakeholder seats,

public interest seats, or “at large” seats) if the best interests of the college are served by such a decision.

## **Article 2.3 Meetings of the Community Board**

### **§ 2.3.1. Frequency and scheduling of meetings.**

Meetings of the Community Board shall by default occur monthly, on the third Wednesday of every month from 6:30pm-8:30pm (Florida timezone). At the discretion of the full board, occasional scheduled meetings may be postponed or cancelled.

2.3.1.1. Minimum number of meetings per calendar year.

No fewer than nine (9) regular meetings of the Community Board shall occur per calendar year.

2.3.1.2. Time that may elapse between consecutive meetings.

Except in emergencies, no more than two consecutive regular meetings of the Community Board shall be postponed or cancelled, and no more than 90 days shall elapse between regular meetings.

### **§ 2.3.2. Presiding officer.**

The Chair of the board shall preside at board meetings. In the absence of the Chair, the presiding officer shall be another officer of the board in attendance, in the following order of precedence: 1) the Vice-Chair, 2) the Secretary, and 3) the Treasurer.

### **§ 2.3.3. Annual meeting.**

The first meeting of every calendar year shall be designated as the “Annual Meeting” of the Community Board.

### **§ 2.3.4. Interim meetings.**

Interim meetings, whether of the full board or its committees, shall be permitted between regularly scheduled meetings, at the discretion of the Community Board.

### **§ 2.3.5. Observers may be present in open sessions.**

Non-voting observers may participate in open sessions during board meetings, at the general discretion of the full board.

### **§ 2.3.6. Closed sessions may be called by the presiding officer at any time.**

Closed session discussions shall include only voting members. Closed sessions shall be identified as such and called by the presiding officer. Observers shall generally not be permitted to participate in closed session discussions.

### **§ 2.3.7. Electronic meetings shall be the default meeting format.**

Meetings shall customarily be held via electronic means, using equipment and software that allows all persons to speak and be heard (e.g., Zoom). Participation by such means shall be deemed to constitute presence at the meeting.

### **§ 2.3.8. Quorum is required for transaction of business.**

During board meetings, the presence of a quorum shall be established by the presiding officer prior to the transaction of any business. Any voting members of the board may also call a quorum at any time prior to a vote. A quorum shall be deemed to be present if the total number of participants present at a meeting, as measured by the presiding officer’s count at any given time, corresponds to at least 50% of current board members in good standing.

### **§ 2.3.9. Meeting agendas, records and minutes.**

The Secretary of the board shall be responsible for circulating agendas, documents and other meeting materials, as appropriate, before regular meetings. Minutes of decisions made during regular meetings shall be recorded in writing. Minutes of prior meetings shall be circulated for approval by the Secretary of the board at each regular meeting. The Secretary of the board shall be responsible for maintaining an appropriate

permanent repository of records of meetings, including minutes and other distributed materials (including financial statements) sufficient to allow for reconstruction of decisions.

## **Article 2.4 Actions by members of the Community Board**

### **§ 2.4.1. Each voting board member shall have one vote.**

Except as otherwise provided in these bylaws, each member of the Community Board shall have one vote when the board is required to make decisions.

### **§ 2.4.2. Decisions are made by majority vote.**

During a meeting of the Community Board where a quorum has previously been established, an action of the board shall be considered official if it is approved by a majority of the voting members present. Actions shall not be considered official during meetings of the board if a quorum has not previously been established.

### **§ 2.4.3. Actions may be taken without a meeting.**

Actions of the Board may be permitted without a meeting, including via secure electronic voting methods, if all of the board members provide written or emailed consent authorizing such action.

### **§ 2.4.4. Rules of Order.**

The presiding officer shall utilize Roberts' Rules of Order (Simplified) for Community Board proceedings. (See APPENDIX 4.)

### **§ 2.4.5.. Attendance.**

Board members shall be expected to attend all meetings unless it is impossible to do so. Board members who are sick or otherwise unable to attend shall notify the Chair and/or Secretary ahead of time.

## **Article 2.5 Resignation and Removal of Board Members**

### **§ 2.5.1. Resignations of board members.**

A member of the Community Board may resign at any time, by providing written notice to the Chair of the board. The board seat will become vacant at the time the letter of resignation is received.

### **§ 2.5.2. Removal of board members from office.**

Any member of the board may be removed by unanimous vote of all remaining members, if serious breaches of ethics or professionalism occur, or for any other reason. The board may also, at its discretion decide, by majority vote of all current board members, to terminate the appointment of any current board member who does not attend four (4) or more consecutive regular board meetings.

## **ARTICLE 3 – Officers of the Community Board**

### **Article 3.1 Definitions**

#### **§ 3.1.1. Roster of officers.**

The officers of the Community Board shall be the Chair, the Vice-Chair, the Secretary, and the Treasurer. The Chair and Vice-Chair of the Community Board shall not serve simultaneously in any other officer roles. With the consent of the full board, other officer roles may be combined and filled by a single board member.

#### **§ 3.1.2. Officer responsibilities - Chair**

Description of Chair's responsibilities

The Chair of the Community Board shall serve as the chief corporate officer of the Academy. In collaboration with the Executive Director, the Chair shall provide overall leadership for the institution and its communities of interest. The Chair shall act as the presiding officer of the Community Board at all board meetings, and shall, among other duties, oversee the annual process of evaluating the Executive Director's job performance. The Chair's prerogatives, duties and responsibilities may be more fully described in a job description document approved by the board, and maintained and circulated as necessary by the Secretary. General areas of primary responsibility shall include:

- Board meeting leadership
- Annual evaluation of Executive Director
- Leadership in fund development and donor relations
- Leadership in external and public relations
- Leadership of community meetings

#### **§ 3.1.3. Officer responsibilities - Vice-Chair**

Description of Vice-Chair's responsibilities

The Vice-Chair shall serve as the deputy chief corporate officer of the Academy. In the event that the Chair is temporarily absent or otherwise incapable of presiding, the Vice-Chair shall, in the interim, assume the Chair's duties. The Vice-Chair shall, in consultation with the Executive Director and Chair, assume responsibility for overseeing board development activities, including recruitment and consideration of new members, the cycles of nomination, election, and reelection of new and existing board members, and the appointment process for officers of the board. The Vice-Chair shall, among other duties, be responsible for overseeing a periodic board self-evaluation process. The Vice-Chair's other duties and responsibilities may change from time to time, and may be more fully described in a job description document approved by the board, and maintained and circulated as necessary by the Secretary. General areas of primary responsibility shall include:

- Board development activities
- Board retreats and board self-evaluation
- Recruitment of new members
- Reappointment process for existing board members
- Annual officer elections

#### **§ 3.1.4. Officer responsibilities - Secretary**

Description of Secretary's responsibilities

The Secretary of the Academy shall, in consultation with the Executive Director and Chair, oversee the periodic renewal and updating of the Academy's corporate records and legal filings, and shall be responsible for ensuring that the Academy's governance procedures and policies comply with state and federal law, are consistent with any applicable accreditation standards, and follow evolving best practice guidelines. The Secretary shall, among other duties, oversee board meeting planning and scheduling, and shall ensure the recording, filing, and appropriate circulation of minutes of board meetings. The Secretary's other duties and responsibilities may change from time to time, and may be more fully described in a job description document approved by the board, and maintained and circulated as necessary by the Secretary. General areas of primary responsibility shall include:

- Board meeting scheduling and agendas
- Maintenance and circulation of minutes
- Oversight of corporate filings and legal compliance
- Implementation of best practices and ethics
- Job descriptions for officers

#### **§ 3.1.5. Officer responsibilities - Treasurer**

Description of Treasurer's responsibilities

The Treasurer of the Academy shall, in consultation with the Executive Director and Chair, oversee the periodic production and timely circulation of reports and updates on the Academy's financial situation to other board members. The Treasurer shall be responsible for overseeing the presentation to the board of periodic institutional financial audits, and tax filings including federally mandated tax returns. The Treasurer shall also, in collaboration with the Executive Director, periodically review the Academy's bank accounts, investment portfolios, insurance policies, and financial policies and procedures, and shall report to the board periodically on the general financial situation of the institution, and institutional management of financial risk. The Treasurer's duties and responsibilities may change from time to time, and may be more fully described in a job description document approved by the board, and maintained and circulated as necessary by the Secretary. General areas of

primary responsibility shall include:

- Oversight of generation and circulation of financial reports
- Oversight of audit and 990 presentations to board
- General review of financial policies and procedures
- Financial risk management assessments
- Oversight of investment policies and insurance

### **§ 3.1.6. Officer responsibilities - Executive Director**

Description of Executive Director's Responsibilities

The Academy's Executive Director shall serve as the organization's principal executive officer. The Executive Director shall have full voting rights on the board, but shall not be eligible to serve in an Officer capacity as either Chair or Treasurer. The Executive Director shall report directly to the Community Board. Operating under the general direction and oversight of the board, the Executive Director shall have charge of the administrative affairs and the financial well-being of the Academy. Except when the signing or execution of documents on behalf of the Academy shall be expressly and exclusively delegated by the board to themselves or some other officer or agent, the Executive Director together with any other authorized officer(s), may sign and execute in the name of the Academy: deeds, mortgages, bonds, contract, agreements or other documents authorized by the board. In cases where legal questions arise, the advice of the Executive Committee and Corporate Counsel shall be sought. The Executive Director shall be responsible for hiring and directly supervising or dismissing staff to fill positions previously authorized by the board to assist in achieving the objectives and effecting the programs of the Academy. The Executive Director shall, in consultation with the Treasurer, submit regular written reports to the Community Board detailing the operations and finances of the Academy. The Executive Director shall be a member of the Executive Committee. As noted elsewhere in these bylaws [Article 2 Section 2.1.2.2.] the Executive Director's job performance shall be evaluated annually in writing in a process overseen by the Chair of the board, with general board participation and oversight.

## **Article 3.2 Officer nominations, elections, and appointments**

### **§ 3.2.1. Nominations process.**

3.2.1.1.. Who is eligible to be nominated.

Each year prior to the Annual Meeting, any current member of the Community Board in good standing may be nominated by another member, or may self-nominate, to serve as an officer of the board for the upcoming annual cycle.

3.2.1.2. Annual nominations process.

The deadline for receipt of nominations shall be at least one week prior to the date of the Annual Meeting. If no nominations are received by the Vice-Chair prior to the Annual Meeting, the Vice-Chair and/or the Chair may call for nominations during the meeting itself. If no nominations are received either before or during the Annual Meeting, the officer position(s) in question shall remain vacant for the time being, and the appointment process shall be deferred until a future time at the discretion of the Chair. Where possible, an outgoing officer may, at the request of the Chair and with the consent of the outgoing officer, continue to fill an unfilled officer position on an interim basis.

3.2.1.3. Role of the Vice-Chair.

The Vice-Chair shall be responsible for coordinating the annual work of: a) soliciting and processing officer nominations, b) any votes required to appoint nominees, and c) any elections that may be required to select among multiple candidates in contested nominations. All voting for officer positions shall be completed during the Annual Meeting.

### **§ 3.2.2. Voting and approval process for incoming officer appointments.**

3.2.2.1. Who is eligible to vote.

Any current board members in good standing who are present at the Annual Meeting, including officer nominees, may vote on incoming officer nominations and appointments. Board members who are nominated for officer positions may vote for any nominee, including themselves. A majority of votes cast shall be both necessary and sufficient in order for a officer nominee to be appointed.

3.2.2.2. Weighting of votes.

Each board member shall generally have one vote per incoming officer appointment. In the case of tied first-round election outcomes in contested

officer nominations, the weight of the Chair's vote shall be temporarily modified to count as two votes in second-round voting, in order to break any ties. (See below - "Tied votes in contested nominations.")

### 3.2.2.3. Chair selection occurs first in officer elections.

The vote on the incoming Chair nominee(s), whether contested or uncontested, shall occur before any votes on any other officer appointments.

### 3.2.2.4. Uncontested nominations.

In the case of uncontested officer nominations (single nominees), a majority of votes of members present must be cast in favor of the officer nominee in order for the nominee to be appointed.

### 3.2.2.5. Contested nominations.

In the case of contested nominations for officer positions (two or more nominees), an election process shall be required to determine the outcome. This process shall be organized under the direction and at the discretion of the outgoing Vice-Chair, unless the outgoing Vice-Chair seeks renomination and that nomination is contested, in which case the incoming Chair will direct any required election process. Regardless of any specific election methods or processes used, a majority of votes of members present must be cast in favor of the officer nominee in order for the nominee to be appointed.

## **§ 3.2.3. Tied votes in contested nominations.**

### 3.2.3.1. Tied votes for new (incoming) Chair.

In the case of a tied first-round result during the election of a new (incoming) Chair, a second-round (repeat) vote shall be held. In this instance, the previous (outgoing) Chair's vote shall count as two votes. This includes situations in which the previous (outgoing) Chair seeks renomination.

### 3.2.3.2.. Tied votes for new (incoming) Vice-Chair, Secretary, or Treasurer.

In the case of any tied first-round results during any contested nomination process for a new (incoming) Vice-Chair, Secretary, or Treasurer officer position, a second-round (repeat) vote shall be held. In this instance, the new (incoming) Chair's vote shall count as two votes.

## **Article 3.3 Terms and term limits for officers**

### **§ 3.3.1. Officers shall have one year renewable terms.**

Terms for all incoming Community Board officers shall be one year. Terms shall begin and end, and shall be potentially renewable, on the date of the Annual Meeting.

### **§ 3.3.2. Officers must remain in good standing.**

All officers of the Community Board shall, for the duration of their term, be current board members in good standing. If a board member who also holds an officer position resigns or is removed from the board, their term of service as officer of the board and member of the Executive Committee shall also terminate at the same time.

### **§ 3.3.3. Term limits of officers.**

Term limits for officers shall apply only to the extent that term limits may apply to board members generally, as may be specified elsewhere in these bylaws.

### **§ 3.3.4. Removal of officers.**

Officers of the Community Board may be removed prior to the completion of a term by unanimous vote of all remaining board members.

## **ARTICLE 4 – Committees of the Community Board**

### **Article 4.1 Standing and Ad-Hoc committees**

#### **§ 4.1.1. Standing Committees**

Standing committees of the board shall include the following committees.

#### **§ 4.1.1.1. Executive Committee**

The Executive Committee comprises the officers of the board, and the Executive Director. The Executive Committee shall usually be chaired by the Chair of the Community Board, but other arrangements shall be acceptable at the committee's discretion. The committee shall be empowered by the full board to meet periodically, as necessary, between meetings. If important and urgent decisions are required between meetings, the Executive Committee shall be empowered at the full board's discretion to make interim decisions on behalf of the full board. Substantive decisions made by the Executive Committee shall subsequently be reviewed and ratified as needed at the next board meeting. Subject to the limitations contained in these bylaws, the Executive Committee shall have the authority of the Community Board to act on its behalf. The Executive Committee shall not have the power to remove any officer or board member of the Community Board. The Executive Committee shall also not be empowered to make unilateral decisions about program offerings, program structure, or program content, or substantive financial matters involving financial transactions where amounts exceed \$1,000, or matters involving significant contractual agreements. In compliance with Florida law, the Executive Committee shall not: (1) authorize distributions; (2) approve or recommend to members action required to be approved by members under this article, if applicable; (3) fill vacancies on the board of directors or on a committee; (4) adopt, amend, or repeal articles of incorporation or bylaws; (5) approve a plan of conversion or plan of merger not requiring member approval; or (6) approve a sale, lease, exchange, or other disposition of all, or substantially all, of its property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members. The Executive Committee shall maintain minutes of its meetings, and distribute these minutes upon request.

#### **§ 4.1.1.2. Board Development Committee**

The Board Development Committee shall be chaired by the Vice-Chair of the Academy. The committee shall be responsible for managing the timely recruitment, appointment and, where appropriate, election, of board members and officers, and the maintenance of records pertaining to these activities, according to the specifications outlined in these bylaws. The Executive Director shall be a member of the Board Development Committee.

#### **§ 4.1.1.3. Finance Committee**

The Finance Committee shall be chaired by the Treasurer of the Academy. The committee shall be responsible for presenting financial reports to the full board at periodic meetings. The committee shall regularly review the Academy's financial health, including financial statements, contracts, agreements, bank statements, and insurance policies and related financial materials. The Finance Committee shall be responsible for overseeing annual auditing procedures at the Academy and for presenting the results of audits to the Community Board. The Executive Director shall be a member of the Board Development Committee.

### **§ 4.1.2 Ad-Hoc committees**

The Community Board may choose to establish ad-hoc committees to carry out specific assignments. The frequency and times for meetings of the Academy's ad-hoc committees shall be established by the board as a whole. The Chairs of any committees thus established will be responsible for informing the Executive Director of the time and place of each meeting, and for providing minutes of each meeting which will be forwarded to the Executive Director for appropriate distribution, as needed.

Unless otherwise indicated by the board, a majority of members of an ad-hoc committee present at any meeting shall constitute a quorum for the transaction of business.

Any action of an ad-hoc committee may be undertaken without a meeting if the committee members consent in writing to a resolution authorizing the action. The resolution and the members' written consent shall be filed with the minutes of the committee.

## **ARTICLE 5 – Conflicts of Interest and Ethical Matters**

### **Article 5.1 Conflicts of Interest**

A member of the Community Board shall be disqualified from voting on any matter where a direct and material stake or conflict of interest exists. If a board member is aware they have a direct and material stake or a conflict of interest in a matter, then that individual shall advise the other board members, and shall disqualify themselves from voting on the matter.

If a board member believes a disqualification may be required, whether with respect to themselves or another board member, then the individual shall use all good faith efforts to advise peer board members in advance of the upcoming meeting as to the specific facts of the matter. The

individual board member may disqualify themselves, or the remaining board members who are qualified to vote may vote to disqualify the individual in question.

If, subsequent to a vote, it is discovered that a direct and material stake or conflict of interest existed but was not disclosed, then the original vote can be voided or affirmed by a majority vote of the qualified board members. A new note of the qualified board members to approve or disapprove the action shall be taken at a meeting as soon as practical after the relevant information is known.

## **Article 5.2 Completion of Annual Conflict of Interest Disclosure Forms**

All members of the Community Board shall complete an annual written conflict of interest disclosure form at least once per year, prior to Annual Meetings. The Secretary of the board shall maintain records of completed disclosure forms.

## **Article 5.3 Ethical Matters and Code of Conduct**

The Community Board recognizes its responsibilities and commitment to the Academy by following a CODE OF ETHICS AND CONDUCT.

Board members will:

- § 5.3.1. Recognize that the board's functions are to oversee the provision of acupuncture and herbal studies education and to maintain a balance between fiscal responsibility and accountability for results.
- § 5.3.2. Uphold applicable federal and state laws and local ordinances.
- § 5.3.3. Uphold and promote policies in these bylaws.
- § 5.3.4. Preserve and protect the civil and human rights of all members of the school community.
- § 5.3.5. Respect the confidentiality of information that is privileged, including all non-public session discussions.
- § 5.3.6. Act honestly, truthfully, and with integrity in all transactions and dealings.
- § 5.3.7. Be responsible, transparent, and accountable for all actions.
- § 5.3.8. Respect and encourage the expression of opinion by all board members, listen fairly to individual opinions, and work in a spirit of harmony despite differences.
- § 5.3.9. Remember that each member is part of a team, strive for teamwork, and respect five aspects of this role:
  1. Board decisions can only be transacted at official board meetings.
  2. No member of the board has individual authority and, therefore, cannot make unauthorized commitments on behalf of the board.
  3. Each board member should freely ask questions and give opinions and know that this involvement is valued and important.
  4. Once the majority of the board makes a decision in good faith, it is the decision of the board.
  5. Board members should support cohesiveness in the Academy's culture and not speak against any final decision that was reached in good faith.
- § 5.3.10. Avoid being placed in a position of conflict of interest.
  1. A conflict of interest, or a potential conflict of interest, can be defined by situations where personal and/or financial considerations may compromise judgment in any board activity or where the situation may appear to provide the potential for the compromise of professional judgment.
  2. To uphold the highest standards of truthfulness and honesty, individual Community Board members must disclose and possibly recuse themselves from addressing matters that come before the board that, in their judgment, preclude them from offering independent, objective advice on an issue, or that give the appearance of being a conflict of interest.
  3. Board members must also exercise vigilance and raise the issue if such recusal is not exercised, but, in the other members' opinions, appears to pose a conflict of interest.
  4. In the event that a conflict of interest is found to compromise a Community Board action, the board will disclose and resolve the matter.

## **ARTICLE 6 – Financial Matters**

### **Article 6.1 Deposits**

All funds of the Academy not otherwise employed shall be deposited from time to time to the credit of the Academy in such banks, trust companies or other depositories as the Community Board may select.

## **Article 6.2 Checks and Drafts**

All checks, drafts and other orders for the payment of money out of the funds of the Academy, and all notes or other evidences of indebtedness of the Academy shall be signed on behalf of the Academy in such manners as shall from time to time be determined by resolution of the Community Board. Any one or more officers may be authorized by the board to sign checks and drafts of the Academy, and the person or persons so authorized may be required to give bonds for the faithful discharge of their duties in such a way, and with such surety, as the board may determine. The expenses of such bonding shall be paid by the Academy.

## **Article 6.3 Execution of Contracts**

The Community Board, except as otherwise provided in these bylaws, may authorize any officer or agent of the Academy to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy. Such authority may be general or confined to specific instances. However, unless expressly authorized by the board, no officer, agent or employee of the Academy shall have any power or authority to bind it to any contract, to pledge its credit, or to render it liable in any amount for any purpose.

## **Article 6.4 Loans**

### **§ 6.4.1. No loans unless authorized.**

No loans shall be contracted on behalf of the Academy unless specifically authorized by the Community Board.

### **§ 6.4.2. No loans to board members.**

No loans shall be made by the Academy to any of its board members or officers or to any other corporation, firm, association or any other entity in which any of its board members or officers is a board member or officer or holds a substantial financial interest.

## **Article 6.5 Purchase, Sale, Mortgage and Lease of Real Property**

A vote of a majority of the members of the Community Board shall be required to authorize a purchase, sale, mortgage or lease of real property by the Academy.

# **ARTICLE 7 – Indemnification and Insurance**

## **Article 7.1 Authorized Indemnification**

Unless clearly prohibited by law, by the Articles of Incorporation, or by Section 2 of this Article 7, the Academy shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Academy, by reason of the fact that he or she (or his or her estate, testator or interstate representative), whether before or after adoption of this Bylaw, (a) is or was a board member or officer of the Academy or (b) in addition is serving or has served, in any capacity, at the request of the Academy, any other corporation, or any partnership, limited liability corporation, joint venture, trust, employee benefit plan or any enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Academy shall have consented to such settlement) and reasonable expenses, including attorney's fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

## **Article 7.2 Prohibited Indemnification**

The Academy shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Community Board in good faith determines, that such person's acts were committed in cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

## **Article 7.3 Advancement of Expenses**

The Academy shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Academy, pay or promptly

reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its financial disposition. No such advancement of expenses, however, shall be made unless the Indemnified Person makes a binding, written commitment to repay the Academy, with interest, for any amount advanced for which it is ultimately determined that her or she is not entitled to be indemnified under the law or Section 2 of this Article 7. An Indemnified Person shall cooperate in good faith with any request by the Academy that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless, upon advice of the Academy's legal counsel, it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

#### **Article 7.4 Indemnification of Others**

Unless clearly prohibited by law, by the Articles of Incorporation, or by Section 2 of this Article 7, the Community Board may approve Academy indemnification as set forth in Section 1 of this Article 7, and advancement of expenses as set forth in Section 3 of this Article 7, to a person (or the estate or personal representative of a person) who is or was employed by the Academy or who is or was a volunteer of the Academy, and who is made, or threatened to be made, a party in any action or proceeding, solely or principally by reason of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Academy in any capacity for any other corporation, partnership, limited liability corporation, joint venture, trust, employee benefit plan or other enterprise.

#### **Article 7.5 Determination of Indemnification**

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Community Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these bylaws. Before indemnification can occur in the absence of a mandate or final court order issued by a court of competent jurisdiction, the Community Board must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article 7. No board member with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of board members is present, the board members shall act only after receiving the opinion of the Academy's legal counsel that indemnification is proper in the circumstances under the applicable law and these bylaws.

#### **Article 7.6 Binding Effect**

Any person entitled to indemnification under these bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

#### **Article 7.7 Insurance**

The Academy may purchase board member's and officer's liability insurance if such purchase and the limits of the coverage are first authorized and approved by the Community Board. To the extent permitted by law, such insurance may insure the Academy for any obligation it incurs as a result of this Article 7 or operation of law and it may insure directly the board members, officers, employees or volunteers of the Academy for liabilities against which they are not entitled to indemnification under this Article 6 as well as for liabilities against which they are entitled or permitted to be indemnified by the Academy.

#### **Article 7.8 Non-exclusive Rights**

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Community Board is authorized to enter into agreements on behalf of the Academy with any board member, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions thereof in this Article subject in all cases to the limitations of Section 2 of this Article 7.

### **ARTICLE 8 – General Matters**

#### **Article 8.1 Office**

The principal office of the Academy, which may be the same as its registered office, shall be at such place as the Community Board may determine. The registered office of the Academy, however, shall be continuously maintained in the State of Florida at such place as the board may designate.

#### **Article 8.2 Books and Records**

There shall be kept at the principal office of the Academy: (1) correct and complete books and records of account; (2) minutes of the proceedings of the Community Board and of committees of the board and of the Academy; (3) a record of all actions taken by the Community Board without a meeting; (4) a record of all actions taken by a committee of the Community Board in place of the Community Board; (5) a current list of the board members and officers of the Academy and their business or home addresses; (6) copies of such documents as the Internal Revenue Service or any other relevant authority may require the Academy to make available for public inspection; and (7) a copy of these bylaws.

### **Article 8.3 Seal**

The corporate seal, if any shall have inscribed thereon such legend as shall be determined by the Community Board upon advice of the Academy's legal counsel.

### **Article 8.4 Fiscal Year**

The annual fiscal year of the Academy shall commence on October 1 and shall end on September 30.

### **Article 8.5 Notice: Waivers of Notice**

#### **§ 8.5.1. Notice.**

Whenever notice of a meeting is required to be given, such notice shall be given in writing by email, personal communication, or mail delivery in a manner reasonably calculated to be received no later than ten days in advance, except in emergencies in which case, not less than two days in advance of the meeting. The notice shall state the date, time, and, when appropriate, the place of the meeting, and shall include the purpose of the meeting and the business to be taken up.

#### **§ 8.5.2. Waivers.**

Notice of a meeting need not be given to a board member or committee member who signs a waiver of notice either before or after the meeting. Attendance at a meeting constitutes a waiver of notice of that meeting and of all objections to the date, time and place of the meeting, except when a board member or committee member states at the beginning of the meeting or promptly upon arrival at the meeting, objection to the transaction of business because the meeting is not lawfully called or convened. (i) Neither the business to be transacted at, nor the purpose of, any regular or special meeting must be specified in a waiver of notice of a meeting. (ii) A majority of the board members (or committee members at its meeting) present, whether or not a quorum exists, may adjourn a meeting to another time and place. Notice of an adjourned meeting shall be given to the participants who were not present at the time of the adjournment, and unless the time and place of the substituted meeting are announced at the time of the adjournment, to those who were present.

#### **§ 8.5.3. Who may participate in board committee meetings.**

Members of the Community Board may participate at any meeting of a board committee.

#### **§ 8.5.4. Actions by consent in writing.**

Any action which may be taken at a meeting of the Community Board may be taken without a meeting if a consent in writing, setting forth the action to be taken and signed by all the board members, is filed in the minutes of the board.

### **Article 8.6 Bylaw Changes**

#### **§ 8.6.1. Two-thirds majority required for bylaw repeal or amendments**

Except as otherwise provided in these bylaws, a vote of at least a two-thirds majority of the current members of the Community Board in good standing shall be required to amend or repeal any bylaw of the Academy.

#### **§ 8.6.2. Community notice and input required for certain bylaw changes**

The Academy's communities of interest including stakeholders shall be notified ahead of time of any proposed changes to any sections of Articles 1, 2, 3, 4 and 8 of these bylaws. Notice shall be communicated electronically, and shall include group email communications and appropriate supplementary information pertaining to the proposed change(s) posted on the Academy's web site. Any required notice of proposed changes to these bylaws shall be posted at least two (2) weeks prior to any planned vote to amend. Comments on the proposed changes from community

members shall be solicited electronically, and copies of any comments received shall be circulated to all members of the Community Board, prior to any vote to amend.

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