

BYLAWS

ACHIEVE ESCAMBIA, INC.

ARTICLE I NAME

The name of this Corporation shall be Achieve Escambia, Inc. (“Corporation”).

ARTICLE II PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 1000 College Boulevard, Suite 1100F, Pensacola, Florida. This will be the registered office for the State of Florida.

ARTICLE III – NOT-FOR-PROFIT CORPORATION

The Corporation is a corporation not for profit as defined by Chapter 617, Florida Statutes.

ARTICLE IV – PURPOSE

Section 1. Purpose. The Corporation’s purpose in serving Escambia county, in Florida, is to dramatically improve outcomes for learners of all ages on their journey from cradle to career by offering a portfolio of innovative approaches. To do this, the Corporation will regularly determine the most critical “cradle to career” community issues and identify the best way to address those needs through programs, strategic partnerships, and collective impact. None of the activities of this Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 2. Nonprofit Corporation The corporation is a nonprofit corporation in the State of Florida and subject to the laws of the state and may exercise all powers granted to Florida Non-Profit Corporations by the Florida Department of State. This Corporation, directly or indirectly, shall not include among its purposes any activities that are contrary to the laws of the State of Florida and such federal laws as may apply.

ARTICLE V – DURATION

The period during which this Corporation is to continue as a Corporation is perpetual.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Powers and Duties. The business and affairs of this Corporation shall be under the supervision of a Board of Directors (“the Board”), all of whom shall not be paid personnel of this Corporation with the exception of the Executive Director who is a member of the Board without vote. The Board shall be responsible for the strategic leadership, resource and relationship management and measurement, and oversight of a public policy agenda and advocacy. The Board may delegate certain of their duties to the officers and committees of the corporation. In addition to the powers expressly conferred upon them by these Bylaws, the Board may exercise such powers and do such lawful acts and things as are not otherwise limited by these Bylaws.

Section 2. Number, Term of Office and Election

- a) The Board shall consist of a minimum of 10 and a maximum of 30 members, divided into three approximately equal classes by terms, resulting in a staggered rotation off the Board. Members will be broadly representative of Escambia County and consistent with the Corporation's diversity statement.
- b) Board members are elected for 2-year terms and may serve a maximum of three consecutive terms. No member of the Board shall be eligible to serve for more than six consecutive years, unless the Executive Committee determines that a longer term for a member will benefit the Corporation, and the Executive Committee then approves a longer term for that director.
- c) Any Board member who serves for 3 consecutive 2-year terms shall be ineligible for reelection as a Board member until a minimum of 1-year has elapsed after expiration of the third term. Notwithstanding, the foregoing limitation on Board terms, any Board member who has served 3 consecutive 2-year terms may be reelected to fill a position as an officer of the Corporation.

If the term of a director who is a Chair or Chair-elect of the Board shall expire, he or she shall be eligible for reelection as Board member as long as they may hold the office of Chair, Chair-elect or Immediate Past Chair. A director elected to an incomplete term may complete that term and remain eligible for three additional, consecutive terms.

- d) Attendance at Board meetings is expected of all Board members and failure to regularly attend scheduled Board meetings may be a cause for removal. The Nominating Committee shall monitor attendance while the Executive Committee will address attendance issues with Board members.

Section 3. Vacancies. All vacancies on the Board may be filled according to the process outlined by the Nominating Committee.

Section 4. Removal of a Board member. A member of the Board may be removed from the Board with or without cause by a vote of two thirds (2/3) of the Board at a meeting at which quorum is present.

Section 5. – Resignation. A member of the Board may resign at any time by giving written notice of such to the Board. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the Board Chair.

Section 6. – Compensation. No Board member shall receive any salary or compensation for his or her service as a Board member.

Section 7. - Responsibilities of the Board. The following actions are those that can be undertaken only by the Board with Board approval: (a) The approval of the budget on an annual basis (b) The final approval on the selection of the Executive Director (c) The election of Board Members and appointment of Officers (d) The amendment of the Bylaws (e) Adopting a plan of merger or consolidation (f) Approval of plans to sell, lease, exchange, mortgage, pledge or make any other disposition of any of the property and assets of the organization (g) Securing a line of credit or mortgage for the organization, or similar type of debt

Section 8. Meetings.

- a. Regular Meetings. The Board shall hold at least six meetings per fiscal year at such place or places as may be determined from time to time or as may be set forth in the notice of meeting.

b. Annual Meeting. An annual meeting of the Board shall be held during the first quarter of each fiscal year at such place as the Board may from time to time determine.

c. Special Meetings. Special meetings of the Board may be called by the Chair or any Chair-elect of the Board on forty-eight (48) hours' notice to each Board member personally, by any acceptable method; special meetings shall be called by the Chair, any Chair-elect or the Secretary of the Board in like manner on the written request of one-third of the directors in office. The written request must specify the basis for the meeting. Upon receipt of the call for a special meeting, the Board of Directors shall fix the date, time, and place for the meeting, which shall be held within fifteen (15) days after the receipt of the call for the meeting, and with five (5) days' notice of the meeting provided to the Board members.

Section 9. Quorum and Voting. At all meetings of the Board, the presence of one-half (1/2) +1 of the currently elected Board shall constitute a quorum for the transaction of business, and any act of a majority of those in attendance at a meeting at which there is a quorum shall be adopted. Any business may be transacted by the Board at any meeting at which a quorum is present, although held without notice, upon waiver signed by every member of the Board.

Section 10. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided it is approved by all the directors as evidenced by one or more consents. Email transmission shall constitute a written consent.

Section 11. Members participating by telephone conference. Participation in any meeting of the Board or a committee of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting can hear one another shall constitute presence in person at the meeting.

ARTICLE VII – OFFICERS OF THE ORGANIZATION

Section 1. Number, Qualification, Election and Term of Office. The Officers of this Corporation, who shall be elected by the Board of Directors, shall consist of a Board Chair, Board Chair-Elect, Secretary and Treasurer, all of whom shall be Members of the Board of Directors.

a. Terms. All Officers with the exclusion of the Chair and the Chair-elect shall hold office for one year and until their successors are elected and qualify. The Chair and Chair-elect will be two-year terms or until their successors are elected and qualify, unless the Board of Directors determines that for the benefit of the Corporation, an exception needs to be made to the term of said Chairperson and/or Chairperson Elect.

b. Election. The officers of the Corporation shall be elected by the Board.

Section 2. Resignation. Any officer may resign at any time by giving written notice of such to the Board. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the Board Chair.

Section 3. Removal. Any officer, employee, or agent appointed by the Board may be removed from office, either with or without cause by a majority vote of the Board.

Section 4. Vacancies. The Board has the power to select and appoint officers on an annual basis by a majority vote of board members present.

Section 5. Chair of the Board. The Chair of the Board shall convene and preside at meetings of the Board, shall perform such duties as may be assigned from time to time by the Board, and shall perform the duties usually delegated upon a presiding officer. The Chair is an ex-officio member of all committees of the Board.

Section 6. Chair-Elect of the Board. The Chair-Elect shall perform such duties as the Board may assign and may assist the Board Chair as requested. The Chair-Elect shall preside at meetings in the absence of the Chair.

Section 7. Secretary of the Board. The Secretary of the Board shall have functions and powers that follow which may be delegated to the corporation's staff with adequate oversight. a) Act as clerk of each meeting of the Board and any special meetings of the Board. The Secretary shall record all the proceedings and votes of such meetings and create a permanent record; b) Cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute and, if required by resolution at any annual or special meeting; c) See that the minutes, reports, statements, policies, and all other documents and records of the corporation required by statute are properly kept and filed; d) Perform all duties incident to the office of Secretary and such other duties as are given by these Bylaws or as from time to time may be assigned by the Board.

Section 8. Treasurer of the Board. The Treasurer of the Board shall also serve as Chair of the Finance Committee and shall report to the Board at least quarterly on the financial condition of the corporation. The Treasurer of the Board shall work closely with the organization's Chief Financial Officer and be responsible for the following, which may be delegated to staff with adequate oversight: a) Be responsible for the funds, securities, receipts and disbursements of the corporation; monitor the approved financial policies for adequacy and compliance; b) Cause the monies and other valuable effects of the corporation to be deposited in the name and to the credit of the Organization in such banks or other depositories as the Board may designate or select; c) Cause the funds of the corporation to be disbursed by checks or drafts, with such signatures as may be authorized by the Board, upon the authorized depositories of the corporation. D) Provide to the Board, whenever requested, a statement of the financial condition of the corporation; e) Perform all duties incident to the office of Treasurer and such other duties as are given to him/her by these Bylaws or as from time to time may be assigned by the Board.

Section 9. Executive Director. The Executive Director, who shall be the Chief Executive Officer of the corporation and who shall be employed by the Board, shall in general supervise and control all of the business, affairs, and property of the corporation and shall have general supervision over all of its employees and agents under the direction of the Board. In general, the Executive Director shall perform all duties incident to the office and shall see that all orders and resolutions of the Board are carried into effect. In the absence of the Executive Director, or in the event that the Executive Director is unable to carry out his or her duties, the Chair may delegate the President's powers to another the corporation employee, or the Executive Director may so delegate with the consent of the Board.

a) Salaries. The salary and other remuneration of the Executive Director shall be fixed by the Board. Salaries and wages of other employees shall be fixed by the Executive Director based on the recommended salary ranges and subject to the approval of a general operating budget of the Board.

b) Performance. An annual review of performance and compensation shall be conducted in accordance with approved policies and IRS intermediate sanction rules and reported to the Board.

Section 10. Immediate Past Chair. The immediate Past Chair of the Board shall continue to serve as a member of the Board and as an officer of the organization, for one year after his or her term as Chair has ended.

Section 11. Term Extension. Given the need for continuity of leadership, the Chair, and Chair-Elect, shall be granted an extended term of service if so nominated not to exceed four years or a maximum of nine consecutive years of service as a Board Member and/or Officer, unless the Executive Committee determines that a longer term for said Officer will benefit the Corporation, and the Executive Committee then approves a longer term for that Office.

ARTICLE VIII – COMMITTEES

Section 1. Provisions common to all committees.

The Board will designate standing committees as set forth herein and may from time to time create special committees or task forces. Annually, the Board will select the members of each committee from among the Board members. Non-Board members from the community may also serve on committees, except as prohibited by applicable law or these Bylaws. The Chair of the Board shall annually appoint the Chair of each Committee. The corporation Committee chairs shall serve as regular members of the Board during their tenure as committee chair.

Each committee shall have power to make rules and regulations for the conduct of its business subject to the Board's approval. A majority of the members of a committee shall constitute a quorum, and in every case the affirmative vote of a majority of all of the members of such committee shall be necessary for any committee action. Any action permitted to be taken at a meeting of the committee may be taken without a meeting if a written consent describing the action taken is signed by each member of the committee. Each committee shall keep regular minutes of its proceedings and transmit copies thereof to the Board. No committee of the Board may (i) authorize distributions; (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (iii) elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or (iv) adopt, amend or repeal the Articles of Incorporation or these Bylaws.

Section 2. Standing Committees

The corporation will maintain the following standing committees.

a) Executive Committee. The Executive Committee consists of the officers of the Board and other Board members as determined by the Board and duly elected as the Executive Committee. The Chair of the Board shall serve as Chair of the Executive Committee. The Executive Committee shall have and exercise all the powers of the Board of Directors subject to such limitations as the law of the State of Florida or resolutions of the Board of Directors may impose, and subject to the restrictions set forth below. The Executive Committee shall have the power to affix the seal of the corporation to all papers requiring it,

when the Board is unable to meet. In matters requiring immediate action, the Executive Committee may act on behalf of the Board of Directors, except to 1) amend the Bylaws; 2) adopt a plan of merger or consolidation; 3) sell, lease, exchange, mortgage, pledge or make any other disposition of any of the property and assets of the organization. Any action should be communicated to the Board no later than the next regularly scheduled Board meeting.

b) Nominating Committee. The Nominating Committee shall have responsibility for the recruitment and nomination of Board members.

c) Finance Committee. The Finance Committee will consist of at least two members who possess financial expertise. The committee will be responsible for the development and management of the the Corporation annual budget, the management of its financial resources (including making prudent investments), the evaluation of the financial control and accounting system, and compliance with federal and state legal requirements. The Finance Committee shall also receive monthly financial statements. The Committee may request the designated independent auditor, or any officer or employee of the corporation to appear before it to report on the financial condition.

ARTICLE IX – GENERAL PROVISIONS

Section 1. Nondiscrimination. The corporation is committed to diversity and inclusion within its own organization and the community. Therefore, the corporation will maintain a Board-approved Diversity and Inclusion statement and/or principle and policy that takes the broadest possible view of diversity, going beyond visible differences to affirm the essence of all individuals including the realities, background, experiences, skills and perspectives that make each person who they are. The officers, directors, committee members, and employees shall be selected in a manner to promote diversity and inclusion, entirely on a non-discriminatory basis, and in keeping with the corporation's Diversity and Inclusion statement.

Section 2. Organization Loans. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the corporation to its Board members, officers or employees, or to any other corporation, firm, association, or other entity in which one or more of its board members, officers or employees are directors or officers or hold a substantial financial interest, except in a loan by the corporation to another entity having a comparable purpose to that set forth in Article 4 of these Bylaws. A loan made in violation of this section shall be a violation of the duty to the Corporation by the board, officers or employees authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby.

Section 3. Fiscal Year. The Corporation's fiscal year will begin July 1 and end June 30.

Section 4 Indemnification. The corporation shall indemnify Board members and officers of the corporation to the full extent permitted by the indemnification provisions of the Not-For-Profit Law of the State of Florida as it may be amended from time to time. Any person, his or her heirs, executors, or administrators, may be indemnified or reimbursed by the corporation for reasonable expenses actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which they shall have been made a party by reason of being or having been a director or officer, of the corporation, the corporation provided however, that no person shall be so indemnified or reimbursed in relation to any

matter in such action, suit, or proceeding as to which they shall finally be adjudged to have been guilty of or liable for willful misconduct in the performance of their duties to the corporation and provided further, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding which has been made the subject of a compromise settlement except with the approval of (a) a court of competent jurisdiction, and (b) the Board, acting by vote of the directors not parties to the same or substantially the same action, suit, or proceeding constituting a majority of the directors voting. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his or her heirs, executors, or administrators, may be entitled as a matter of law.

Section 5. Gifts. The corporation solicits and accepts contributions of money, in-kind donations, property, and any other item of value for use in accordance with the purpose of the corporation, and in compliance with the corporation's gift acceptance policy.

Section 6. Property. The corporation may hold, improve, own, manage, operate, lessee as lessor or lease, sell, convey, and/or mortgage, either alone or in conjunction with others, real estate of every kind and character.

ARTICLE X - DISSOLUTION

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation distribute all assets of the Corporation, pursuant to a plan of distribution adopted by the Directors, to any Qualified Organization, or to the federal government, or to a state or local government. For purposes of this ARTICLE, "Qualified Organizations" shall mean an exempt organization in Florida (i) which are described in Section 501(c)(3) of the Code, and (ii) whose purposes are closely related to, and no broader than, the charitable purposes of the corporation. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for the purposes specified in such plan of distribution (or if there is no plan of distribution, for purposes similar or analogous to the purposes described in Article IV above), as determined by such court.

ARTICLE XI – AMENDMENTS

The Board of Directors shall have the power to make, alter, amend, or repeal the Bylaws of this Corporation by a majority vote of the entire Board at any regular or special meeting. Any proposed amendment must be given to the Board of Directors not less than 10 days or more than 40 days before the meeting. Any amendments, alterations, changes, additions, or deletions from the Bylaws, made by the Board of Directors, shall be consistent with the laws of this state which define, limit, or regulate the powers of this Corporation or the Directors of this Corporation. In the event of situations not specifically covered in these Bylaws, this organization will be governed by Roberts Rules of Order (revised latest addition).