



BY-LAWS

The Coalition of

McKay Scholarship Schools, Inc



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Article I: Name

Section 1. Name. The name of the corporation is **The Coalition of McKay Scholarship Schools**, hereinafter referred to as "**The Coalition**" or "The Association".

Article II: Incorporation

Tax exempt status

Section 1. Incorporation. The Coalition is organized under the Florida Not For Profit Corporation Act in compliance with Chapter 617, Florida Statutes.

Article III: Purpose

Section 1. Purpose.

The Coalition of McKay Scholarship Schools shall be an organization of non-public schools that accept students receiving funding through the McKay Scholarship program and individuals who are committed to keeping the McKay Scholarship Program a viable choice for parents and students with disabilities in Florida. The Coalition's mission is to assimilate and disseminate information about the McKay Scholarship from sources such as the Department of Education (DOE), the legislature, schools, parents and the community. The Coalition mission is also to advocate for McKay Scholarship schools and students with disabilities to insure the viability of this program.

(As amended 4/23/03)

Article IV: Membership

Section 1. Eligibility for Membership. Membership in The Coalition is open to those who fall into the categories listed below who wish to promote the mission and purpose of the association and who, as evidenced by their payment of dues to the association, agree to abide by the provisions of these Bylaws and of the Policies and Procedures, with all amendments and revisions appertaining thereto.



Section 2. Membership.

2.1 Active Members

Active members of The Coalition are those members whose annual dues payments are current. Only members in good standing shall have full voting rights in the affairs of the association and shall be eligible to serve on the Board and/or to serve as chairpersons of ad hoc committees.

2.2 School or Educational Membership

Any school which is a participating member of the McKay Scholarship Program may become a member of The Coalition and may designate one representative of their organization who shall have one vote; who shall be eligible to serve on the Board; and/or be eligible on committees and as chairs of ad hoc committees.

2.3 Individual Membership

Any individual who is committed to keeping the McKay Scholarship Program a viable choice for parents and students with disabilities in Florida may become a member of The Coalition. Individual members may have one vote; shall be eligible to serve on the Board in the spots designated for Individual Members; and be eligible for committees and as chairs of ad hoc committees. (As amended 4/23/03)

2.4 Educational Agency/Association

Any educational agency or association which has members participating in the McKay Scholarship Program may become a member of The Coalition and may designate one representative of their organization who shall have one vote; who shall be eligible to serve on the Board; and/or be eligible on committees and as chairs of ad hoc committees.

2.5 Powers

Members in good standing shall have the authority (1) to elect the Board of Directors; (2) to recommend amendments to the Bylaws through the Bylaws Committee or Board; (3) to make recommendations to the Board; and (4) to bring forward issues at the annual membership meeting for consideration or vote

Section 3 Dues. A member in good standing shall pay annual dues, as established by the Board of Directors.

Article V: Meetings

Section 1. Meetings. There shall be an annual meeting of the general membership.

Section 2. Quorum. A quorum to conduct business shall be the members in attendance at the annual meeting.



Article VI: Board of Directors

Section 1. Composition. The Board of The Coalition shall consist of a minimum of **6** directors and a maximum of **15** Directors who shall be elected from members in good standing, and shall manage, supervise, and direct The Coalition. A maximum of two board positions shall be held by members with the Individual Membership Classification. (As amended 4/23/03)

1.1 The number elected annually shall be determined by the number of expired terms.

1.2 The candidates for the Board shall be nominated by the Nominating Committee from members of The Coalition who are in good standing. Nominations may also be made by the general membership.

1.3 The candidates receiving the highest number of votes shall be elected as Directors to fill the vacant positions.

1.4 The Immediate Past President shall be an ex-officio director entitled to all privileges of directorship, except the right to vote or hold office.

Section 2. Term of Office. Directors shall hold office for two years with elections held by May of each year. Directors shall assume office and become members of the board beginning July 1 and their term ends two years later on June 31 or until their respective successors shall be duly elected and installed.

Section 3. Powers. The Board shall establish Policies and Procedures and shall conduct the business of The Coalition as prescribed in the Articles of Incorporation, the Bylaws, and the Standing Rules. The Board may transact business and vote by mail or electronic transmission, as necessary.

Section 4. Resignation. Any member of the Board may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof, as determined by the President.

Section 5. Vacancy. Any vacancy occurring among the Directors elected in accordance with the Bylaws shall be filled by the affirmative vote of a majority of the Board to complete the unexpired term.

Section 6. Removal from Office. Subject to the notice requirements, a member of the Board may be removed from the Board as specified in these Bylaws.

1.1 Cause. An elected or appointed officer may be removed from office for cause. Cause shall include, without limitation, failure to perform the duties of their office, failure without excuse to attend meetings of the Board or the Executive Committee, or actions which may injure The Coalition's reputation or hamper its work.

1.2 Process. Any member of the Board may file written charges against an elected or appointed officer with the Executive Committee, specifying the grounds for removal from office. The Executive Committee shall hold a hearing about the charges. The Executive Committee shall file thirty (30) days written notice, delivered in person or sent by certified or registered mail, to such officer, specifying the time and place of the hearing and the charges. The officer so charged is entitled to be present at the hearing, to be represented by counsel (who may or may not be a member) and to present his or her defense. The officer is not entitled to be present during the Executive Committee's deliberations, or



to vote. If the Executive committee determines, by a two-thirds (2/3) vote of those present, that cause for remove exists, the officer shall be removed from office, effective immediately, upon notice to that officer.

1.3 Appeal. The officer or person bringing charges may appeal the termination of the Executive Committee to the entire Board within fifteen (15) days of the decision of the Executive Committee. The Board shall hold an appeal hearing concerning the charges. The Board and the officer shall be given thirty (30) days notice by certified or registered mail of the appeal hearing, specifying time and place of the hearing and the matter which is the subject of the appeal. The officer is entitled to be present, to be represented by counsel, and to present a defense. The officer so charged is not entitled to be present during the Board's deliberations or to vote.

1.4 Final Decision. The Board shall determine, by a two-thirds (2/3) vote of those present, whether the determination of the Executive Committee should be overturned or affirmed. Its decision shall be final and shall be effective immediately.

Section 7. Compensation. No members of the Board shall receive compensation for their services as members of the Board of The Coalition.

Section 8. Board Meetings.

1.1 Board Meetings. Regular meetings of the Board of The Coalition shall be held bi-monthly, at such time, day, and place as shall be designated by the Board for the purpose of transacting such business as may come before it. The Board may, by resolution, provide for the holding of additional regular meetings. Meetings by electronic communications shall be acceptable.

1.2 Special Meetings. Special meetings of the Board may be called at the discretion of the President, or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting. Telephonic or telecommunication meetings shall be acceptable.

1.3 Quorum. One third of the seated Board members shall constitute a quorum.

1.4 Official Acts. The act of a majority of the members present at a meeting at which a quorum exists shall be the act of the Board. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Board.

Article VIII: Officers

Section 1. Officers. The officers of The Coalition shall consist of a President, Vice-President, Secretary, and a Treasurer, elected by the Board by majority vote from its own number and may include such other officers as deemed necessary. No member shall hold more than one office. In order to be elected as an officer of the Board, the member must have served at least one year on the board of The Coalition.

Section 2. Term of Office. Officers shall serve a term of two years or until a successor shall be duly elected. Officers shall assume office at the close of the June meeting. No officer may serve more than two consecutive terms in the same office.



Section 3. Duties of Officers.

1.1 President. The President of The Coalition (1) shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation, including, but not limited to, being chief executive officer of The Coalition; and (2) shall have general knowledge of and responsibility for supervising the business of The Coalition. In addition:

1.11 The President shall be a member of the Board and shall prepare the agenda for all meetings of the Board.

1.12 The President shall annually appoint such standing or special committees as may be required by these Bylaws or as deemed necessary.

1.13 The President shall also perform such other duties as the Board may, from time to time, designate.

1.14 The President shall not serve on the Nominating Committee.

1.2 Vice-President. The Vice-President of The Coalition shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as the Board and the President may, from time to time, designate.

1.3 Secretary. The Secretary of The Coalition shall have all powers and perform all duties commonly incident to and vested in the office of secretary of a corporation, including the following duties and responsibilities.

1.31 The Secretary shall attend all meetings of the Board, and shall be responsible for keeping and preserving the books of The Coalition, and for distributing accurate minutes of the proceedings of all such meetings.

1.32 The Secretary shall ensure that all notices given are in accordance with the Bylaws.

1.33 The Secretary shall perform such other duties as the President may, from time to time, designate.

1.34 The Secretary may appoint an Assistant Secretary to perform such duties as he or she may, from time to time, designate.

1.4 Treasurer. The treasurer of The Coalition shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities.

1.41 The Treasurer shall be responsible for developing and reviewing the fiscal policies of The Coalition and shall serve on Finance Committee.

1.42 The Treasurer shall ensure that an accrual accounting is maintained of all monies received and expended by The Coalition.



1.43 The Treasurer shall ensure that all monies of The Coalition are deposited in (a) financial institution(s) approved by the Board, and that authorized disbursements are made therefrom.

1.44 At the annual meeting of The Coalition, or when requested by the President or Board, the Treasurer shall report all receipts and expenditures of The Coalition for the current year.

1.45 The Treasurer shall perform such other duties as the President or Board may, from time to time, designate.

1.46 The Treasurer may appoint an assistant treasurer to perform such duties as her or she may, from time to time, designate.

1.46 The Treasurer shall prepare the accounting for the IRS and any other legal issues.

Section 4. Vacancy. A vacancy occurring among the elected officers shall be filled by the affirmative vote of a majority of the Board and the officer selected shall fill the unexpired term.

Section 5. Removal from Office. Subject to the notice requirements, a member of the Board may be removed from the Board as specified in these Bylaws, by the same process as described in Article VII, Section 6.

Article VIII: Committees

Section 1. Executive Committee. The Executive Committee shall consist of the officers of The Coalition.

1.1 Meetings. Regular meetings shall be held by the Executive Committee as designated by the board.

1.2 Powers. Between Board meetings the Executive Committee shall exercise any and all of the powers of the Board in the management of the business and affairs of The Coalition except to undertake any activities which the Board has expressly reserved for itself. The Executive committee shall serve as a Search Committee for the Executive Director or other staff as deemed necessary.

1.3 Quorums. At any meeting of the Executive Committee, a majority of the total number of members of the Executive Committee shall constitute a quorum for the transaction of business. Special meetings of the Executive Committee may be called by any member thereof on a twenty (20) day notice to the other members thereof. A two thirds majority of the Executive Committee may waive the requirement of the 20 day notice for a special meeting but a 48 hour notice must be given.

Section 2. Standing Committees. Standing Committees are responsible to the Board and shall include Fiscal, Policies & Procedures (Bylaws), Membership Services (including Web Page), Membership Recruitment, and Nomination.

Section 3. Ad Hoc Committees. Ad hoc or special committees may be appointed by the Board or by the President.



Section 4. Term of Office. Each member of a standing committee, except for the Nominating Committee, shall serve for one (1) year from July 1 - June 31 or until a successor is appointed. Each member of an ad hoc committee shall serve until the completion of the committee's assignment, or until a successor is appointed.

Section 5. Chairpersons. Unless otherwise specified in these Bylaws, one member from each committee shall be appointed chairperson by the President of The Coalition.

Section 6. General Duties of All Committees. The duties of all committees shall be those specified in these Bylaws and policies and in the job description approved by the Board.

Article X: Operations

Section 1. Executive Director. An Executive Director may be employed by the Executive Committee, with approval of the Board. The Executive Director and all staff and volunteers shall serve at the pleasure of the Board.

Section 2. Responsibilities of the Executive Director. The Executive Director shall advise the Board regarding all aspects of operation of The Coalition; perform such duties as may be requested by the Board, the Executive Committee, or the President; direct and supervise the work of all staff, assistants, and volunteers; and attend all meetings of the Board as requested, without vote or any privilege of membership on the Board.

Section 3. Evaluation. The Executive Director's official personnel file shall contain an annual evaluation from either the Executive Committee or the Board.

Section 4. Support Staff. Support staff may be hired after a recommendation from the Executive Committee and when a job description and contract has been presented for the approval of The Board.

Article XI: Finances

Section 1. Fiscal Year. The Coalition's fiscal year shall be from January 1 - December 31.

Section 2. Reimbursement. Officers, directors, and members of committee shall be reimbursed for expenses as approved in advance by the Board.

Section 3. Signatures. The Treasurer and the President shall be authorized signatories on checks and other instruments of negotiation on behalf of The Coalition except as otherwise specified in these Bylaws or by the Board. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of The Coalition shall be signed by either in such manner as designated by these Bylaws or by resolution of the Board.

Section 4. Depositories. All funds of The Coalition shall be deposited from time to time to the credit of The Coalition in such financial institutions as the Board may select.



Section 5. Gifts and Grants. The President or a designated person may accept on behalf of The Coalition any contribution, gift, bequest, or device for the general purpose, or for any specific purpose of The Coalition, as long as such donation is in compliance with the United State Internal Revenue Law.

Section 6. Contracts. The Board may authorize any officers, agent(s) of The Coalition, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute any deliver any instrument in the name and on behalf of The Coalition. Such authority may be general or specific instances.

Section 7. Bonding. All officers of The Coalition may be furnished a fidelity bond in such sums as the Board may prescribe.

Article XII: Indemnification

Section 1. Indemnification. Officers, directors, employees, and agents of The Coalition shall be indemnified as specified herein and in the Standing Rules for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suite or proceeding in which they are made a part by reason of being or having been a member serving in an elected or an appointed capacity. No member or employee shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duty.

Article XIII: Parliamentary Authority

Section 1. Parliamentary Authority. The latest edition of *Robert's Rules of Order, Newly Revised* shall guide the proceedings of The Coalition and The Coalition Board.

Article XIV: Dissolution

Section 1. Dissolution. The Coalition may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the directors. Upon dissolution of the Coalition, other than incident to a merger or consolidation, the assets of the Coalition shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which thie Coalition was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, Coalition, trust or other orgnaizaiton to be devoted to such similar purposes.

Article XV: Method of Amendment

Section 1. Amendment of Bylaws. These Bylaws may be amended at any regular or special meeting of the Board of Directors by a two-thirds vote of the members present and voting, but not less than seven (7) affirmative votes, provided there is a thirty (30) day written notice of intent. This thirty (30) day rule may be suspended by a twelve (12) hour notice with a two-thirds vote of the Board of Directors.



Section 2. Any changes to these Bylaws may not contain any provision for the regulation and management of the affairs of The Coalition inconsistent with Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or the Article of Incorporation.

Section 3. Amendment of Standing Rules, Policies and Procedures. The Standing Rules and Policies and Procedures may be amended by a majority vote of the Board of Directors.

Section 4. Origin of Amendments. Amendments to the Bylaws or Standing Rules may be originated by one of the following methods: (1) majority of the Board of Directors; (2) majority vote of the Bylaws Committee; or (3) petition signed by at least five (5) members.

PRESIDENT

DATE

SECRETARY

DATE