

10/28/15

**BY-LAWS OF  
ALEE ACADEMY, INC.  
a Florida corporation**

**ARTICLE 1  
NAME**

Section 1. Name. The name of the corporation shall be Alee Academy, Inc. ("Corporation").

**ARTICLE 2  
ORGANIZATION**

Section 1. Purpose. The specific and general purposes of the Corporation are described in the Articles of Incorporation.

Section 2. Dissolution. The Articles of Incorporation described the process to be followed upon the dissolution of the Corporation.

**ARTICLE 3  
MEMBERSHIP**

Section 3. Members. This Corporation shall have a membership consisting of the Board of Directors of the Corporation. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise by law vest in the members shall vest in the Board.

**ARTICLE 4  
BOARD OF DIRECTORS**

Section 1. Management. Subject to the limitations of the laws of the State of Florida regarding corporations, section 501(c)(3) of the Internal Revenue Code, the Corporation's Articles of Incorporation and these Bylaws, all powers of the Corporation shall be executed by and under the authority of the Board. The property, business and affairs of the Corporation shall be managed under the Board's direction. The Board may delegate the management of the Corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities. The Board may rescind any such assignment, referral or delegation at any time. Except as specifically set forth to the contrary in these By-laws, the Board may not take any action, unless approved by an affirmative vote of a majority of the Board present at a meeting at which a quorum of no less than forty percent (40%) of the Board is present. The affirmative vote of not less than three (3) Members shall be necessary for all actions by the Board relating to the following:

a. Approval of charitable gifts, transfers, distributions, and grants by the Corporation to other entities.

- Laws.
- b. Adoption of an amendment to the Articles of Incorporation or these By-Laws.
  - c. Organization of a subsidiary or affiliate by the Corporation; and
  - d. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 2. Number of Directors. The initial Board shall consist of the eight (8) Directors named in the Articles of Incorporation. The Number of Directors may at any time be increased or decreased to no more than nine (9) and no fewer than three (3) by a majority vote of the Board. In the event of an increase in the number of Directors, the additional directorships created shall be filled in the manner prescribed for the Election of Directors in these By-laws.

Section 3. Nomination of Directors. Any currently active Director may submit a person for consideration at any regular meeting of the Board.

Section 4. Election of Directors. Directors shall be elected by a majority of the Board at any meeting where there is a nominee.

Section 5. Term of Elected Directors. Each Director shall hold office for so long a period of time as the Director is willing and able. The term is no less than two (2) years and is automatically renewed unless a Director chooses to resign.

Section 6. Vacancies. Vacancies occurring in an elected Directorship, however caused, shall be filled as soon as practicable by election in accordance with these By-laws.

Section 7. Resignation or Removal of Directors. A Director of the Corporation may resign at any time by tendering his or her resignation in writing to the Corporation. The resignation shall become effective upon the date specified in the resignation or if no date is specified, upon receipt by the Corporation at its principal place of business. Any elected Director may be removed at any time by a majority vote of the other Directors.

Section 8. Compensation of Directors. Directors will not receive compensation for services rendered in their capacities as Directors. However, nothing contained in these By-laws shall be construed to preclude any Director from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as a Director or in any other capacity.

Section 9. Annual Meetings of the Board. The annual meeting of this Corporation shall be held on August 15th each year or at any other time and place designated by the Board.

Section 10. Special Meetings. Special meetings of the Board may be called at any time by the Chairman of the Board. Further, special meetings of the Board must be called by the Chairman within fourteen (14) days of receipt of the request of any Director. Written notice of special meetings, including but not limited to, electronic notification, shall be given to each Director not less than two (2) days prior to such meeting. The notice shall set forth the

time, place and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice.

Section 11. Regular Meetings. Regular meetings of the Board may be held on such dates and at such times as may be from time to time fixed by the Board. Notice must be given in accordance with these By-Laws and applicable Florida law.

Section 12. Quorum and Action of the Board. Forty percent (40%) of the Directors must be present at a meeting to constitute a quorum for the transaction of business at such meeting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of at least two (2) Directors present at a meeting at which a quorum is present shall be necessary for an action of the Board. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of adjournment.

Section 13. Voting Shares of Stock. In the event the Corporation owns shares of stock in another corporation, such shares must be voted by the Chairman, or his or her designee, as authorized by a vote of the Board as set forth in section 1 above.

## **ARTICLE 5 OFFICERS**

Section 1. Number. The Corporation shall have a Chairperson and a Vice Chairperson. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person. The failure to elect an officer shall not effect the existence of the Corporation.

Section 2. Election and Term of Office. All duly elected officers shall hold office until their death, resignation, disqualification or otherwise, or removal.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by an election by the Board as set forth in Section 4.4 for the remaining unexpired term of such office.

Section 4. Resignation or Removal of Officers. An officer of the Corporation may resign at any time by tendering his or her resignation in writing to the Chairman or the Vice Chairman. Resignations shall become effective upon the date specified in these By-laws, or, if no date is specified, upon receipt by the Corporation. An officer of the Corporation may be removed at any time at any meeting of the Board by a vote of the Board.

Section 5. Chairman. The Chairman of the Board shall preside at all meetings of the Board and shall perform such other duties as may be assigned to the Chairman by the Board.

Section 6. Chairman. The Chairman shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation and of all matters in which the Board has not formally designated some other person to act. The Director shall report as directed by

the Board to the Board at each meeting. The Director may sign deeds, mortgages, bonds, contracts or other instruments which the Board has the authority to execute, except in cases where the signing and execution of the instruments shall be expressly delegated by the Board or by these By-laws to some other officer or agent of the Corporation, or shall be required by the law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of Director and such other duties as may be prescribed by the Board.

Section 7. Vice-Chairman. The Vice-Chairman shall act in the place of the Chairman in the event of the Director's absence, inability or refusal to act. The Vice-Chairman shall have such other duties as maybe prescribed by the Board.

Section 8. Succession of Officers. Unless otherwise directed by the vote of the Board, in the event that an officer of the Corporation has not resigned or been removed, but is unable to act in such position for a period of one (1) month or more, whether due to disability or other reason, then the Vice-Chairman shall perform the services of the Chairman.

## **ARTICLE 6 COMMITTEES OF THE BOARD**

Section 1. Committees of the Board. The Board may, by resolution, establish standing committees of the Board. Unless otherwise specified by resolution of the Board or these By-laws, the Chairman shall annually appoint the members and chairpersons of the standing committees and shall fill vacancies on any standing committee. Appointments by the Chairman shall be made at the annual meeting of the Board. In addition, the Chairman may, if authorized by the Board, appoint as members and chairpersons of committees persons who are not members of the Board. All committee and chairperson appointments must be approved by a vote of the Board.

Section 2. Standing Committees. Standing committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

Section 3. Special Committees. Special Committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each special committee shall be specified in the resolution creating the committee.

Section 4. Committee Members' Term of Office. Unless otherwise specified by resolution of the Board, members of each committee shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation or removal as committee members.

Section 5. Committee Meetings. Meetings of any committee may be called by the chairman of such committee. The call of any meeting shall be by giving notice of such meeting which sets forth its time and place and is delivered to the residence or place of business of the committee members as listed in the Secretary's office at least two (2) days

prior to such meeting. Unless otherwise provided in these By-laws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of the committee members from the meetings so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

Section 6. Resignation or Removal of Committee Members. A member of any committee may resign at any time by tendering his or her resignation in writing to the Chairman of the Board, or the Board, by a vote, may remove, with or without cause, any member from a committee for failing to attend three (3) consecutive meetings of the committee.

## ARTICLE 7

Section 1. Indemnification. The Corporation shall indemnify, to the fullest extent permitted by law, each of its officers and Directors, whether then in office (and his or her executor, administrator and/or heirs and successors) or any of them against all reasonable expenses (including a reasonable attorney's fee), judgments, fines and amounts paid in settlement actually and necessarily incurred by them in connection with any threatened, pending or completed action, suit, proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal) to which he or she is or is threatened to be made a party because he or she is or was a Director or officer of this Corporation, or such other corporation, partnership, joint venture, trust or other enterprise which the Corporation controls. He or she shall have no right to reimbursement, however, in relation to matters as to which she or he has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his or her duties to the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or officer may be entitled.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation or of another corporation, partnership, joint venture, trust or other enterprise which the Corporation controls, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether the Corporation would have the power to indemnify him or her against such liability under the provisions of Article 7 section 1.

## ARTICLE 8

### CONTRACTS, CHECKS, DEPOSIT BOOKS AND RECORDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no

evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board, which authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of such indebtedness issued on the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 5. Gifts. The Board may accept, on behalf of the Corporation, any contributions, gifts, bequests or devises.

Section 6. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings (electronic or written) of its Board and committees of the Board. Any books, records and minutes may be in written form or in any form capable of being converted into written form within a reasonable time.

Section 7. Financial Statements. Not later than two (2) months after the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, a profit and loss statement showing the results of operations of the Corporation during its fiscal year, and any other financial statements as may be required by a resolution of the Board. The balance sheets and profit and loss statements shall be filed in the principal office of the Corporation, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any Board member.

## **ARTICLE 9 CERTIFICATIONS FOR MEMBERS AND THEIR TRANSFER**

Section 1. Certificates for Members. No certificates evidencing membership shall be issued because the only members are the members of the Board. The names and address of the members of the Board shall be kept in the minutes of the Corporation and shall evidence membership.

## **ARTICLE 10 FISCAL YEAR**

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

## **ARTICLE 11 CORPORATE SEAL**

Section 1. Corporate Seal. The Board shall provide a corporation seal which shall be circular in form and shall have inscribed on it the name of the Corporation and the state of incorporation and the words "Corporate Seal".

## ARTICLE 12 NOTICE

Section 1. General. Whenever, under the provisions of any statute, the Articles of Incorporation, these By-laws, notice is required to be given, unless otherwise required by these By-laws, notice shall be given either personally, or by depositing the same in the United States Mail at the post office address of the person(s) receiving notice, in a prepaid envelope or by delivering by facsimile, in either case addressed to such Director or officer at his or her address as the same appears in the records of the Corporation; and three (3) days after the same shall be mailed or faxed shall be deemed to be the time of giving of such notice.

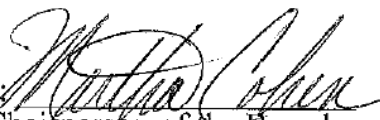
Section 2. Waiver. Whenever by law, the Articles of Incorporation, or these By-laws, notice is required or permitted to be given to any Director or officer, a waiver of the notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of any special meeting of the Board shall be specified in any written waiver in notice thereof.

## ARTICLE 13 AMENDMENTS

Section 1. By the Board. These By-laws may be amended or repealed, by the Board, either wholly or in part, at any meeting at which a quorum is present.

Dated this 15<sup>th</sup> day of June, 2015.

ALEE ACADEMY, INC.

BY:   
Chairperson of the Board