

Lake Eola Charter School
Board of Directors
Minutes
For September 3, 2009
Special Meeting-Bylaws Revision-*Amended
(*Amended statements appear underlined.)

Members Present: Charles Frederick, Eric Lindborg, Lisa Early, Jordan Clark, Stacey Cole, Pete Clarke, Deanna Guiseppi, Mary McCormick, Ronnie DeNoia

Absent: Laura Sundberg, Tim Johnson

Visitors: Sharon Morell

Meeting commenced at 5:20 p.m. & adjourned at 7:15 p.m.

Bylaws

C.Frederick stated he forwarded to Jean Dierking the proposed revisions for review & she had responded with some comments. He inquired of the Board if they would like to hear comments & have discussion prior to voting on changes. E.Lindborg stated he would like to hear the comments. C.Frederick referenced 4.6 Qualifications, namely the sentence that states “Effective 6-30-09, any new member of the Board shall not be allowed to have a child enrolled in the school, except for the parent representative nominated by the SAC committee.” C.Frederick also referenced 4.25 Restrictions on Interested Directors, namely the sentence that states “No more than 1 individual serving on the Board at any time may be a parent of, legal guardian of, or related by family to a child currently enrolled in LECS, this Board parent position shall be the member nominated & elected by the Board.” S.Cole stated that she wanted to make it clear that she did not have any personal interest in these changes as her children would never attend this school. She stated she did not think it was a good idea to limit the Board members in this way. S.Cole said parents on the Board would be interested in working hard for the good of the school because their children were there. S.Cole stated that she has served on other Boards & this Board is the most ineffective Board she has ever served on. She said she believes protocols are not followed, nothing was in place for the lottery & the enrollment of Board members children & when she questioned J.Dierking, J.Dierking responded that this situation had never happened before & she (S.Cole) believes it was just being made up as we go. M.McCormick stated that yes; there are procedures for the lottery & asked S.Cole why she felt that way. C.Frederick referred back to the changes & stated existing Board members would be able to finish out their current term & he felt the changes were appropriate ones. E.Lindborg agreed. P.Clarke stated he thought there should be a limit on the number of Board members with children, but he thought 1 was not enough & would like to see maybe 3 parents. S.Cole again stated she did not see a conflict with having parents on the Board & by excluding them it only decreases the applicant pool & it will be very difficult to recruit people from the community to serve. E.Lindborg disagreed. S.Cole said a change should be made then concerning the grandfathering in of members with children as the Board is already stating it would not be in compliance. J.Clark stated compliance just required a change. S.Cole stated if there is a potential conflict to have a child in the school & serve on the BOD as the majority of the BOD believes, than grandfathering in results in a breach of fiduciary duties. Several BOD members stated they would be concerned about the disruption of the BOD & continuity. E.Lindborg stated removal of existing parents from the BOD would be a disruption to the school C.Frederick stated he felt it was time to vote, Board in agreement.

1.2 Purpose and Powers – P.Clarke motioned to replace “617” with “1002” & add the following phrase “as set forth in” before Florida Statutes. D.Guiseppi seconded. Vote unanimous.

2.1 Location of Registered Office – Edit zip code to reflect “32801”.

4.3 Specific Powers – 1. L.Early motioned to approve as submitted. E.Lindborg seconded. Vote unanimous. 2. L.Early motioned to approve as submitted. P.Clarke seconded. Vote unanimous.

4.4 Structure of the Board – L.Early motioned to approve as follows: “The Board shall consist of a diverse representation of members possessing a broad range of personal and professional talents. The Board’s membership shall include the LECS Principal, LECS Teacher representative and LECS Parent representative as nominated by SAC.” P.Clarke seconded. Vote unanimous. L.Early motioned to strike the language regarding position descriptions & names & approve the remaining language as submitted with 1 correction. Add at the end of the last sentence “but may be elected by the LECS staff for additional 1 year terms.” D.Guiseppi seconded. Vote unanimous.

4.5 Number of Directors – L.Early motioned to approve as submitted. P.Clarke seconded. Vote unanimous.

4.6 Qualifications – L.Early motioned to approve as submitted with 2 corrections. Add at the end of the second sentence “and ratified by the Board.” Strike the last sentence. E.Lindborg seconded. Vote recorded as 6 yes, 3 no (J.Clark, S.Cole, P.Clarke). Motion passed.

4.7 Term – a. L.Early motioned to approve as submitted. D.Guiseppi seconded. Vote unanimous. b. L.Early motioned to approve as submitted with 2 corrections. Strike “and until his successor is elected and qualifies” & strike “key”. J.Clark seconded. Vote unanimous.

4.9 Nominations for Directors – R.DeNoia motioned to approve as follows: Strike “Parent Student” & replace with “School”. Add “Once nominated, the candidate shall forward a resume to the Board Chairman. Once the Board reviews the resume, the Board will invite the nominee to the next Board meeting for interview purposes. The candidate will present his/her case for qualifications to serve and the Board in turn will review the credentials. The Chairman will outline responsibilities such as: conflict of interest, attendance, financial support, training, fingerprinting and the candidate will have the opportunity to ask clarifying questions. Afterwards, the Board will meet in Executive session to vote on the candidate and the Board Chairman will inform the candidate within five days of the Board’s decision.” D.Guiseppi seconded. Vote unanimous.

4.11 Vacancies – L.Early motioned to approve as submitted. D.Guiseppi seconded. Vote unanimous.

4.12 Place of Board Meetings – L.Early motioned to approve as submitted. P.Clarke seconded. Vote unanimous.

4.13 Regular Board Meetings – L.Early motioned to approve as submitted with 1 correction. Strike “6” & replace with “9”. E.Lindborg seconded. Vote unanimous.

4.16 Call of Special Board Meetings – L.Early motioned to approve as submitted. E.Lindborg seconded. Vote unanimous.

4.17 Waiver of Notice – L.Early motioned to approve as submitted. E.Lindborg seconded. Vote unanimous.

4.20 Removal for Cause – L.Early motioned to approve as submitted. S.Cole seconded. Vote unanimous.

4.25 Restrictions on Interested Directors – a. L.Early motioned to approve as submitted with 2 corrections. Add “by SAC”, after “nominated” and before “and”, so that it reads “this Board parent position shall be the member nominated “by SAC and ratified by the Board.” Also add “Current Board members with children enrolled at the school may continue to serve out their

term but may not extend their term.” E.Lindborg seconded. Vote recorded as 7 yes, 2 no (J.Clark, S.Cole). Motion passed.

4.27 Board Chairperson – L.Early motioned to approve with 2 corrections. Strike “member” & replace with “director”. Strike “annual meeting of the Board or such other date as agreed to by a majority of the Board” & replace with “last meeting of the Board of the expiring fiscal year.” S.Cole seconded. Vote unanimous.

6.2 Action by Consent – E.Lindborg motioned to approve as submitted. D.Guiseppi seconded. Vote unanimous.

Article VIII – Parent Committees – S.Cole asked if BOD Bylaws should have SAC Bylaws, etc., represented & doesn’t think it is necessary. D.Guiseppi stated that SAC is mandated by State law. J.Clark said it seemed to serve a purpose. E.Lindborg suggested omitting this section. Discussion held. S.Cole motioned to remove Article VIII from the BOD Bylaws. L.Early seconded. Vote unanimous.

9.1 Fiscal Year – E.Lindborg motioned to approve as submitted. P.Clark seconded. Vote unanimous.

9.7 through 9.9 – C.Frederick stated that J.Dierking suggested changing President to School Director or Principal as the Director is the acting President of LECS. J.Clark to make edits & bring for vote at next meeting.