

**BYLAWS
OF
BUFFALO HERD, INC.**

These are the Bylaws of **BUFFALO HERD, INC.** (the “Corporation”), duly adopted by at least two-thirds of the Board of Directors of the Corporation on this 14th day of June, 2023 (the “Bylaws”).

ARTICLE I
Purposes; Restrictions; Offices

Section 1.01 Purposes

This Corporation was established and shall be operated exclusively for charitable, scientific, literary, or educational purposes. The Corporation shall at all times operate as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the “Code”), and nothing in these Bylaws shall be construed to the contrary.

Section 1.02 Restrictions

- (a) No part of the earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, nor to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no Director or officer of the Corporation, nor any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.
- (b) The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an “action organization” as defined in the Treasury Regulations.
- (c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.
- (d) Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or

organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

Section 1.03 Offices

The principal office of the Corporation shall be 2210 Dr. Randy McDaniel Way, The Villages, Florida 32163, or at such other location within or outside of the State of Florida as may be appointed by the Board of Directors. The Corporation also may have offices at such other locations as the Board of Directors may appoint, from time to time.

ARTICLE II

Member

Section 2.01 Membership

The sole member of the Corporation shall be The Villages Charter School, Inc. (the "Member").

Section 2.02 Voting

Any action of the Member shall be taken by an affirmative vote of the Member.

Section 2.03 Annual Meetings

The annual meeting of the Member shall be held for such business as may come before the Member. The Member shall determine the date, time and place of the meeting.

Section 2.04 Special Meetings

Special meetings of the Member may be called by the Member. The Member calling a special meeting may fix any reasonable time and place for holding such meeting.

Section 2.05 Notice of meetings

The Member shall give written notice of the time and place of each annual or special meeting to the Member not less than one (1) day nor more than ten (10) days prior to the meeting. Such notice shall be hand-delivered to the Member. The notice of a special meeting shall set forth the purpose of the meeting. The Member may waive any notice of a meeting any time before, at or after the meeting.

Section 2.06 Action of Member Without Meeting

Any action required or permitted to be taken at a meeting, whether annual, regular or special, of the Member may be taken without a meeting, without prior notice and without

a vote if the action is taken by the Member who would be entitled to take or authorize such action upon a vote at a meeting of the Member and if such action complies in all respects with the requirements of Section 617.0701(4) of Florida Statutes, as amended, or any successor thereto.

Section 2.07 Quorum

A quorum is present at any meeting of the Member of the Corporation at which the Member is present.

Section 2.08 Liability of Member

The Member shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

ARTICLE III **Participants**

Section 3.01 Annual Dues

Individuals, who are natural persons 18 years of age or older, that wish to participate in the activities of the Corporation shall be invited to do so following payment of dues, the amount for which will be set annually by the Board of Directors. Such dues paying individuals may be referred to hereinafter as “Participants.”

Section 3.02 Attendance

Only the Member and Participants of the Corporation shall be eligible to participate in meetings of the Board of Directors and Committees or to serve in elected or appointed positions within the Corporation.

ARTICLE IV **Board of Directors**

Section 4.01 General Powers

The affairs of the Corporation shall be managed by its Board of Directors. All corporate powers must be exercised by, or under the direction of, the Board. No action may be taken without a majority vote at a meeting of the Board of Directors.

Section 4.02 Definition of Directors

The Board of Directors shall be comprised of Participants. If the term, Directors, is used in these Bylaws, it shall refer to all Directors of the Board collectively. Each Director shall have a single vote.

Section 4.03 Prohibition of Common Directors

At no time may a Director of the Corporation also serve as a Director of the Member. This Section 4.03 of the Bylaws may not be amended by the Board of Directors.

Section 4.04 Number of Directors

At all times, there shall be an odd number of total Directors serving. That initial number of Directors shall be five (5) but shall not be less than three (3). This Section 4.04 of the Bylaws may only be amended by a unanimous vote of the Directors and documented in a duly adopted resolution of the Board.

Section 4.05 Election; Term of Office

- (a) There shall be a nominating committee composed of seven (7) Participants. The President shall serve as the nominating committee chairperson; or if there is no serving President, the Directors will elect the nominating committee chairperson. The nominating chairperson will select six (6) additional Participants to serve on the nominating committee. The nominating committee shall provide a list of at least one (1) nominee for each open Director position. The nominating committee shall be subject to Article VI.
- (b) Directors of the Board shall be elected by Participants at the annual meeting or any special meeting called for that purpose. Each Director shall hold office until the next election is held, unless a Director sooner dies, resigns or is removed. This Section 4.05 of the Bylaws may not be amended by the Board of Directors.

Section 4.06 Removal; Resignation

The Member may remove any Director at any regular meeting, or a special meeting called for that purpose, with or without cause. Any Director may resign by written notice presented to the Board. This Section 4.06 of the Bylaws may not be amended by the Board of Directors.

Section 4.07 Vacancies

Any vacancy in the Board of Directors occurring during a term of office, including a vacancy created by an increase in the number of Directors, may be filled for the unexpired portion of the term. The President shall promptly call a special meeting of the Board of Directors to hold elections in order to fill any vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4.08 Meetings

- (a) An annual meeting of the Board of Directors shall be held for the election of officers and for such other business as may come before the Board.
- (b) Written notice of regular meetings of the Board of Directors shall be given to the Member, Directors and Participants with a schedule of the locations, dates and times within ten (10) days following any meeting of the Board of Directors at which a schedule of regular meeting is adopted or changed. The Board of Directors shall hold a minimum of two (2) regular meetings during each fiscal year.
- (c) Special meetings of the Board of Directors may be called by the President or by any two (2) Directors and additionally, must be called upon written request to the President by the Member. The person or persons calling a special meeting may fix any reasonable time and place for holding such meeting.
- (d) Directors may conduct or participate in meetings in-person, telephonically, by videoconference or other technology, so long as all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by any such means shall be deemed present at the meeting.

Section 4.09 Notice of Meetings

- (a) Written notice of the time, date and location of an annual meeting of the Board of Directors shall be given to the Member, Directors and Participants not less than thirty (30) days nor more than sixty (60) days prior to the meeting.
- (b) Written notice of the time, date and location of each special meeting of the Board of Directors shall be given to the Member and each Director not less than forty-eight (48) hours nor more than sixty (60) days prior to the meeting. The notice of a special meeting shall set forth the purpose of the meeting.
- (c) Each notice to the Member, a Director or a Participant shall be hand-delivered to such person or alternately, mailed to his or her last known mailing address or email address as it appears upon the records of the Corporation.
- (d) The Member or a Director may waive any notice of a meeting any time before, at, or after the meeting. The attendance of the Member or a Director at a meeting shall constitute a waiver of notice of the meeting, except where

the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.10 Formal Action by Directors

The action of a majority of the Board of Directors present at a meeting at which a quorum is present shall constitute the action of the Board. A quorum for the transaction of business at any meeting of the Board shall be a majority of its Directors in office. If less than a majority of the Directors is present at a meeting, the meeting may be adjourned from time to time, without further notice, by a majority of the Directors present, until a quorum is secured.

Section 4.11 Emergency Action

In the event that the person(s) calling a special meeting of the Board (who is empowered or required to call such meeting pursuant to Section 4.08(c) hereof) declares that there exists the need to take emergency action, then, notwithstanding the failure to give notice to the Member and all Directors as required by these Bylaws, the Board of Directors is authorized to take under the law, the Articles of Incorporation and these Bylaws if, (i) at least one bona fide attempt has been made to notify (by telephone or otherwise) the Member and each Director before the start of the meeting, (ii) there is a quorum present and such action is approved by a majority of the number of Directors; and (iii) as soon as practicable, but in all cases not more than forty-eight (48) hours after the meeting, notice is given to the Member and all Directors as to the action taken in such meeting.

Section 4.12 Chairperson

The Board of Directors shall select one Director, who may but need not be an officer of the Corporation, to serve as the Chairperson of the Board of the Directors. At all meetings of the Board of Directors held in absence of the Chairperson, a temporary Chairperson chosen by the Board of Directors shall preside.

Section 4.13 Compensation

Directors of the Board shall not be compensated by the Corporation but may be reimbursed for their actual and necessary expenses incurred in attending the meetings of the Board and otherwise fulfilling their responsibilities as Directors.

Section 4.14 Liability of Directors

The Directors of the Board shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

ARTICLE V
Officers

Section 5.01 Number

The officers of the Corporation shall consist of a President, any number of Vice Presidents, a Secretary, and a Treasurer. More than one office may be held by the same person, except that the President shall not serve concurrently as Vice President, Secretary or Treasurer.

Section 5.02 Election; Term; Qualifications

The officers of the Corporation shall be elected by the Board of Directors at its annual meeting. Each officer shall hold office until such time as a successor has been elected, unless the officer sooner dies, resigns, or is removed by the Board, or the Board abolishes the office. Officers must be Participants of the Corporation.

Section 5.03 Removal; Resignation

The Board of Directors may remove any officer at any time, with or without cause. Such removal shall be without prejudice to any contract rights of the officer. Any officer may resign by a written resignation presented to the Board.

Section 5.04 Vacancies

Any vacancy occurring in an office may be filled by election by the Board of Directors. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5.05 Duties of Officers

- (a) The President shall have the general powers and duties of management of the business and other affairs of the Corporation, subject to the direction of the Board of Directors, and shall perform such other duties assigned to him or her by the Board of Directors.
- (b) A Vice President shall perform such duties as may be assigned to him or her by the Board of Directors and may exercise any of the powers and carry out any of the duties of the President in the event of the absence or disability of the President.
- (c) The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present and a record of the proceedings. The Secretary shall give, or cause to be given, notice of all

meetings required by the Bylaws or by law to be given, and he or she shall keep the seal of the Corporation, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

- (d) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounting records of all transactions of the Corporation including accounting for its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall prepare, or have prepared, financial statements on a periodic basis including a statement of financial position, statement of activities, statement of cash flows and such other statements as requested by the President and the Board of Directors or those that are required to be in compliance with not-for-profit accounting. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or Bylaws.
- (e) Should an officer be absent or for any reason be unable to carry out his or her duties, the President may delegate such duties to another officer.

Section 5.06 Consecutive Terms

A Participant serving as an officer of the Corporation shall not be eligible to serve in the same office for more than two consecutive terms.

ARTICLE VI **Committees**

Section 6.01 Creation of Committees

By resolution duly adopted, the Board of Directors may establish one or more committees it deems desirable. Each committee shall include at least two (2) Directors. Otherwise, committee members need to be Participants but do need not be Directors of the Corporation.

Section 6.02 Role of Committees

Any committee created by the Board of Directors shall have such powers and duties as are set forth in the resolution of the Board creating the committee; provided, however, that the designation of such committee and the delegations of authority thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him or her by law, the Articles of Incorporation or these Bylaws.

Section 6.03 Other Committees

Other committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by the Board of Directors. Membership of such committees shall be limited to Participants. Except as otherwise may be provided by the resolution, members of such committees shall be selected by the President of the Board of Directors or the President's designee.

Section 6.04 Removal; Resignation; Vacancies

The Board of Directors may remove any committee member at any time, with or without cause. Any committee member may resign by a written resignation presented to the Board. Any vacancy occurring in a committee may be filled by the Board.

Section 6.05 Meetings of Committees

- (a) Regular meetings of any committee may be held at such times and at such places as the committee may determine.
- (b) Special meetings of any committee may be called by the President of the Corporation or by any two (2) committee members. The person or persons calling a special meeting may fix any reasonable time and place for holding the meeting.
- (c) Committee members may conduct or participate in meetings in-person, telephonically, by videoconference or other technology, so long as all committee members participating may simultaneously hear each other during the meeting. A committee member participating in a meeting by any such means shall be deemed present at the meeting.

Section 6.06 Notice of Meetings

- (a) Each member of a committee shall be given written notice of the time and place of each special meeting of a committee not less than forty-eight (48) hours nor more than sixty (60) days prior to the meeting. The notice of a special meeting shall set forth the purpose of the meeting.
- (b) Each notice to a committee member shall be hand-delivered to the committee member or alternately, mailed to the committee member's last known mailing or email address as it appears upon the records of the Corporation. A committee member may waive any notice of a meeting any time before, at, or after the meeting. The attendance of a committee member at a meeting shall constitute a waiver of notice of the meeting, except where the committee member attends for the express purpose of objecting to the

transaction of any business because the meeting is not lawfully called or convened.

Section 6.07 Quorum

Unless otherwise provided in the committee's establishing resolution, a majority of the committee shall constitute a quorum, and the act of a majority of committee members present at a meeting at which a quorum is present shall be an act of the committee.

Section 6.08 Committee Chairperson

One member of each committee shall be designated to serve as the chairperson by the person or persons authorized to appoint the members of the committee

Section 6.09 Compensation

No member of any committee shall receive any compensation for his or her services to the Corporation as a member of such committee.

ARTICLE VII **Exempt Activities**

Section 7.01 Prohibited Actions

Notwithstanding any other provision of these Bylaws, no Director, officer, Participant, or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code (the "Code") and its Regulations as they now exist or as they may be amended.

Section 7.02 Required Disclosures

- (a) Federal. As required by Section 6115 of the Code, in connection with the solicitation or receipt of each contribution to the Corporation in exchange for which the contributor receives goods or service from the Corporation, the Corporation shall provide such contributor with a written statement that (i) informs the contributor that the amount of the contribution that may be deductible for federal income tax purposes is limited to the excess of the amount of any money and the value of any property other than money contributed by such contributor over the value of the goods and services provided by the Corporation; and (ii) provides the contributor with a good faith estimate of the value of such goods and services, if any.

- (b) State. The Corporation shall comply with the requirements of all applicable state statutes governing charitable solicitation in all jurisdictions in which the Corporation solicits contributions.

Section 7.03 Investments

The Corporation shall have the right to retain all or any securities, properties or other assets acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the discretion of the Board of Directors; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or revocation of the Corporation's tax exempt status under any section(s) of the Code or its Regulations as they now exist or as they may be amended, including without limitation Section 501 thereof.

ARTICLE VIII **Books and Records; Reports**

Section 8.01 Books and Records

In compliance with Section 617.1601 of Florida Statutes, as amended, or any successor thereto, the Corporation shall keep as permanent records (i) accurate accounting records; and (ii) minutes of all meetings of the Board of Directors and committees having any of the authority of the Board of Directors and a record of all actions taken by the Member, the Board of Directors or any such committee without a meeting. The Corporation shall keep (i) a copy of the Articles of Incorporation and these Bylaws and any amendments to either; (ii) written communications to the Member and the Directors within the last three (3) years, including financial statements furnished for the last three (3) years under Section 617.1605 of Florida Statutes; (iii) a list of Directors and officers; and (iv) its most recent annual report delivered to the Florida Department of State under Section 617.1622 of Florida Statutes. All records of the Corporation described in this Section 8.01 shall be kept in written form or electronic form and shall be made available upon reasonable notice at the Corporation's office for inspection by any authorized representative of the Member or any Director for any proper purpose at any reasonable time.

Section 8.02 Annual Reports

The Corporation shall properly file each year during the period prescribed in Chapter 617 of Florida Statutes an annual report that is in full compliance with requirements imposed by the Florida Department of State.

ARTICLE IX **Nondiscrimination Policy**

The Corporation shall maintain a nondiscriminatory policy as to Directors, officers, agents, and Participants on the basis of race, color, religion, gender or gender identity, national or ethnic origin, disability or sexual orientation.

ARTICLE X
Indemnification; Expenses

Section 10.01 Indemnification

The Corporation shall indemnify any Director and officer to the maximum extent permitted by Florida law, against any liabilities, amounts paid in settlement, expenses incurred in the defense of a claim or action, and other amounts, for which indemnity is proper under Florida law and which arises from their relationship with the Corporation in any and all capacities. By resolution duly adopted, the Board of Directors may authorize the Corporation to (i) indemnify any or all of its agents who are not Directors or officers to any extent that the Board of Directors may determine; and/or (ii) provide insurance cover to any or all of its Directors, officers, and agents against any or all risks or liabilities that such persons may incur by virtue of their relationship with the Corporation.

Section 10.02 Expenses

The Corporation may pay expenses incurred by any Director, officer, or agent in defending any civil or criminal proceeding in advance of the final disposition of such proceeding to the extent permitted by Florida law.

ARTICLE XI
Amendment of Bylaws

Section 11.01 Amendment by the Board of Directors

Unless otherwise specified in these Bylaws, these Bylaws may be amended by an affirmative vote of at least eighty percent of the Directors at any regular meeting or special meeting called for that purpose.

Section 11.02 Amendment by Member

Where a Bylaw specifies that it may not be amended by the Board of Directors, the Bylaw may only be amended by action of the Member of the Corporation.

ARTICLE XII
Amendment of Articles of Incorporation

The procedure for amending the Articles of Incorporation shall be as prescribed by Florida law.

ARTICLE XIII
Miscellaneous Provisions

Section 13.01 Fiscal Year

The fiscal year of the Corporation shall commence on July 1 and end on June 30 of the following calendar year.

Section 13.02 Audit

The Corporation may, but shall not be required to, obtain an annual audit of the Corporation's book and records by a firm of independent certified public accountants.

Section 13.03 Execution of Contracts

The Board of Directors, except as may be otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any contract or other instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized so to do by these Bylaws or by the Board of Directors, no officer or agent shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 13.04 Deposits

All funds of the Corporation not otherwise employed shall be deposited in a timely fashion to the credit of the Corporation in such banks as may be designated from time to time by the Board of Directors.

Section 13.05 Checks

All checks issued in the name of the Corporation shall be signed by at least two officers of the Corporation.

Section 13.06 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and subsections used within these Bylaws are included solely for the convenience and reference of the reader. They have no significance in the interpretation or construction of these Bylaws.

Section 13.07 Notices

Unless otherwise stated, whenever these Bylaws call for notice, the notice must be in writing and personally delivered with proof of delivery, or sent in accordance with formal service, as defined in Florida Statutes, to the last known address of the party requiring

notice. Notice is effective on the date personally delivered or on the date of the signed receipt.

Section 13.08 Waiver of Notices

Whenever any notice is required to be given under federal or state law or under the Articles of Incorporation and the Bylaws, a waiver of the notice in writing signed by the person entitled to the notice, whether before or after the time stated in the notice, will be treated as the equivalent to the giving of the required notice.

Section 13.09 Parliamentary Procedures

The Corporation, including its Board of Directors and committees, shall utilize *Robert's Rules of Order* to facilitating orderly discussions and group decision-making.

Section 13.10 Reference to Laws

All general or specific references to the Internal Revenue Code or the Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or hereafter amended.

IN WITNESS WHEREOF, the undersigned Directors of the Corporation have duly adopted these Bylaws on the date first written above.

Courtney Gage, Director

Amy Johnson, Director

Rose Connell, Director

Erin Natalino, Director

Tammy Rodriguez, Director