



Inaugural 2026–2027 Season · leonacademicleague.org

AMENDED AND RESTATED BYLAWS

Leon County Academic League, Inc. · Exhibit A · August 20, 2026

AMENDED AND RESTATED BYLAWS of Leon County Academic League, Inc., a Florida not-for-profit corporation, adopted by the Board of Directors on the date shown at the end of this document. These Bylaws restate and supersede in full the Bylaws adopted August 10, 2026.

ARTICLE I. NAME AND SEASON

Section 1.1 Name. The name of this corporation shall be Leon County Academic League, Inc.

Section 1.2 The season. A season of the League runs with the fiscal year, from July 1 to June 30, and is named for the two calendar years it spans. The season beginning July 1, 2026 is the 2026 to 2027 season.

Section 1.3 The playing season. Within each season the Board sets the playing season. **It begins on the date of the first regular-season match and ends when the last competition of that season has been played.** The playing season for 2026 to 2027 begins September 17, 2026.

Section 1.4 Which is meant. Where these Bylaws speak of a season without qualifying it, they mean the season in Section 1.2, and membership, fees, good standing, and directors' terms all run with it. Where a provision turns on competition being in progress, it says **playing season**.

ARTICLE II. PURPOSE

The Corporation is organized exclusively for charitable and educational purposes.

The purpose of the Corporation is to promote, organize, support, and enhance academic competitions and educational enrichment opportunities for public and private school students located in Leon County, Florida. The Corporation may coordinate academic tournaments, recognition programs, educational events, fundraising activities, and other initiatives that further educational excellence and student achievement.

The Corporation shall operate as a nonprofit corporation and shall not be organized or operated for the private benefit of any individual.

ARTICLE III. OFFICES

The principal office of the Corporation shall be located in Leon County, Florida, or at such other location as determined by the Board of Directors.

ARTICLE IV. MEMBERSHIP

Section 4.1 Member Schools. The Corporation shall have members, designated Member Schools. Each school admitted by the Board and in good standing is one Member School.

Section 4.2 Admission. The Board admits a school to membership on its application and by vote of the Board. The annual fee follows admission and is payable under Section 4.5.

Section 4.3 Representative and vote. Each Member School designates one individual as its Member Representative and may replace that individual at any time by written notice to the Secretary. Each Member School has one vote, cast by its Member Representative.

Section 4.4 Good standing. A Member School is in good standing when its annual fee has been paid, when its annual fee has been waived, or when the date on which the fee is payable has not yet passed. A waiver has the same effect as payment for every purpose under these Bylaws, including voting and eligibility for any award.

Section 4.5 Annual fee. The Board sets the annual fee and the date on which it is payable, each year, when it adopts the annual budget. The amount is not fixed by these Bylaws.

Section 4.6 Waiver. The Board, or any officer the Board designates, may waive the annual fee in whole or in part on request. A waiver is granted on the request alone and requires no showing of need. A school granted a waiver is in good standing for that season under Section 4.4, and a later shortfall in the waiver allowance leaves that standing untouched.

Section 4.7 Funding a waiver. The Corporation carries the cost of a waiver. The Board sets a waiver allowance each year when it adopts the annual budget, and a gift designated for that purpose is applied to it first. A waiver already granted is not revisited.

Section 4.8 Membership and the Board are separate. Membership under this Article carries a vote in the affairs of the League. Directors are seated under Article V, and a Member Representative owes fiduciary duty to the Corporation only where that representative is separately seated as a director.

Section 4.9 Corporate powers. Except where these Bylaws provide otherwise, all corporate powers are exercised by or under the authority of the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 Size. The Board shall consist of not fewer than three (3) and not more than seven (7) directors. The Member Schools set the number of seats within that range at each annual meeting.

Section 5.2 Election. The Member Schools elect the directors at the annual meeting, each Member School having one vote per open seat. The candidates receiving the most votes are seated.

Section 5.3 Directors in office at adoption. The directors in office when these Bylaws are adopted continue in office until the first annual meeting of the Member Schools, at which every seat is open and at which they are eligible for election. Their terms are of equal length and are not staggered. **These Bylaws name no director.** The directors of record are those named in the Articles of Incorporation and in the minutes of the Board.

Section 5.4 Terms. A director elected at an annual meeting serves a term of one (1) year coinciding with the fiscal year, and may be reelected without limit. **Every seat is elected at every annual meeting.** Terms are not staggered.

Section 5.5 Qualifications. A director shall be at least eighteen (18) years of age and shall sign the conflict of interest acknowledgment annually. A director need not be a Member Representative and need not be affiliated with any Member School.

Section 5.6 Removal. A director may be removed, with or without cause, by a majority vote of the Member Schools. The Board may declare a seat vacant where a director has been absent from three (3) consecutive meetings without excuse.

Section 5.7 Filling a seat between annual meetings. A seat that has fallen vacant, or that has never been filled, may be filled by majority vote of the sitting directors at any time. A director so seated serves until the next annual meeting, when that seat stands for election under Section 5.2. This Section applies to every open seat, whether it arose from a departure or from the Board electing to grow toward its maximum.

Section 5.8 The Member Schools may also seat a director. The Member Schools may elect a director to any open seat at any meeting of the Member Schools, or by written consent under Section 7.5, and a seat so filled is not open to appointment under Section 5.7. A director elected under this Section serves until the next annual meeting.

ARTICLE VI. OFFICERS

The officers shall consist of a President, Vice President, and Secretary/Treasurer. Officers shall be elected annually by the Board.

President. Presides at meetings and provides leadership and oversight.

Vice President. Assists the President and serves in the President's absence.

Secretary/Treasurer. Maintains records, minutes, and financial records of the Corporation.

ARTICLE VII. MEETINGS

Section 7.1 Board meetings. The Board shall hold an annual meeting each year and shall meet at least quarterly. Special meetings of the Board may be called by the President or any two directors. A majority of directors then serving constitutes a quorum.

Section 7.2 Annual meeting of the Member Schools. The Member Schools shall meet once each year at a time the Board sets, after the close of one playing season and before the start of the next. Notice of the meeting, and of any matter these Bylaws reserve to the Member Schools, is given not less than fourteen (14) days in advance.

Section 7.2A The first annual meeting. The first annual meeting of the Member Schools shall be held after the close of the 2026 to 2027 playing season and before the start of the 2027 to 2028 playing season. **The organizational meeting held August 20, 2026 is not the annual meeting.** Schools are admitted to membership at that meeting and may act as Member Schools once admitted, and a director seated there serves until the first annual meeting.

Section 7.3 Special meetings of the Member Schools. A special meeting of the Member Schools may be called by the Board, or on the written request of one third of the Member Schools in good standing, on not less than seven (7) days' notice stating the business to be transacted.

Section 7.4 Quorum and vote of the Member Schools. A majority of the Member Schools in good standing constitutes a quorum. A matter is decided by a majority of the votes cast, except where these Bylaws require otherwise.

Section 7.5 Acting without a meeting. The Member Schools may take any action by written consent instead of at a meeting, and consent may be given by email. The action carries when consents are received from the number of Member Schools that would be needed to carry it at a meeting attended by every Member School. A consent counts toward that number only if it is received within **fourteen (14) days** of the first consent given, after which the count starts again. Section 617.0701(4), Florida Statutes, permits up to ninety days. These Bylaws set fourteen so that a question put to the Member Schools is answered inside a fortnight or put again.

Section 7.6 Remote participation. Directors and Member Representatives may participate in any meeting by any means of communication permitting all participants to hear one another at the same time, and participation by that means is presence at the meeting.

ARTICLE VIII. COMMITTEES

The Board may establish committees as necessary.

ARTICLE IX. COMPENSATION

Directors and officers shall serve without compensation. Reasonable expenses may be reimbursed upon Board approval.

ARTICLE X. CONFLICT OF INTEREST

Section 10.1 Disclosure. A director or officer shall disclose to the Board any financial interest, personal interest, or affiliation with a Member School bearing on a matter before the Board. Disclosure is made when the matter arises and is recorded in the minutes.

Section 10.2 Affiliation. A person is affiliated with a Member School if that person is employed by the school, serves on its governing board, is the parent or guardian of a student enrolled there, coaches or chaperones one of its squads, or stands in any other relationship that would reasonably be expected to bear on that person's judgment about the school.

Section 10.3 Competitive matters. A director affiliated with a Member School shall not vote on, and shall not be present for the deliberation of, any matter touching that school's competitive standing. This includes a protest or appeal involving that school, the eligibility of that school or of its players, a forfeit, a suspension, seeding, and the assignment of a Chief Judge to a night on which that school plays.

Section 10.4 Financial matters. A director or officer having a financial interest in a transaction shall disclose it and shall not vote on it. The disinterested directors may approve the transaction where they determine it to be fair to the Corporation.

Section 10.5 Where too few disinterested directors remain. Where recusal under this Article leaves fewer directors than are required for a quorum, **the matter passes to the Member Schools**, and the Member School whose affiliation caused the recusal does not vote. A matter so decided is decided by a majority of the votes cast.

Section 10.6 Annual acknowledgment. Each director and officer signs the conflict of interest acknowledgment annually.

ARTICLE XI. FISCAL MATTERS

The fiscal year of the Corporation shall be July 1 through June 30.

The Board shall designate financial institutions and authorize contracts on behalf of the Corporation.

ARTICLE XII. INDEMNIFICATION

The Corporation shall indemnify its directors, officers, committee members, and volunteers to the fullest extent permitted by Florida law.

The Corporation may purchase and maintain insurance on behalf of its directors, officers, committee members, and volunteers against any liability asserted against them in that capacity, whether or not the Corporation would have the power to indemnify against that liability. The Corporation may purchase general liability insurance and any other coverage the Board considers appropriate to its activities, and may name a host venue as an additional insured. The Corporation may advance expenses incurred in defending a proceeding, upon an undertaking to repay the advance if it is determined that indemnification is not permitted.

ARTICLE XIII. DISSOLUTION

Upon dissolution, all remaining assets shall be distributed exclusively for charitable or educational purposes to one or more nonprofit organizations, schools, educational foundations, or governmental entities serving educational purposes.

ARTICLE XIV. AMENDMENTS

Section 14.1 By the Board. These Bylaws may be amended by a two-thirds vote of the Board of Directors, except as Section 14.2 provides.

Section 14.2 Reserved to the Member Schools. An amendment to Article IV, Article V, Article X, this Article XIV, or Article XV requires a two-thirds vote of the Member Schools, on not less than fourteen (14) days' notice of the proposed text.

Section 14.3 Effect on a season. An amendment affecting competition takes effect under Article XV.

ARTICLE XV. RULES OF COMPETITION

Section 15.1 Adoption. The Member Schools adopt the Rules of Competition by majority vote, each Member School having one vote, **at any meeting of the Member Schools.** Rules adopted before a playing season begins govern that playing season.

Section 15.2 Amendment. The Member Schools amend the Rules by majority vote at the annual meeting. **An amendment takes effect at the start of the next playing season to begin after that meeting,** so a playing season is played under the Rules it began with.

Section 15.3 Amendment during a playing season. The Rules may be amended during a playing season only where the Member Schools, by a two-thirds vote, find the change necessary to the integrity of competition. Such a change takes effect at the start of a match date, never during a match already under way, and the League notifies every Coach before that date.

Section 15.4 Operating procedures. The Board may adopt operating procedures consistent with the Rules of Competition. Where a procedure conflicts with the Rules, the Rules control.

Section 15.5 Conduct of a match. Nothing in this Article limits the authority the Rules of Competition assign to the Chief Judge for the conduct of a match.

ARTICLE XVI. SPONSORSHIP

Section 16.1 Authority. The Board may accept sponsorships, grants, and gifts on terms it approves.

Section 16.2 No influence over competition. A sponsorship confers no influence over the Rules of Competition, the eligibility of any school or player, the selection of any award recipient, the assignment of officials, or the governance of the Corporation. A sponsorship offered on any such condition is declined.

Section 16.3 Observer. The Board may offer a sponsor a non-voting observer at the open portion of Board meetings. An observer is excluded from any protest or appeal, any matter concerning an identified student, any incident report, and any executive session.

Section 16.4 Naming. A sponsor's name appears only where the Board has granted it in writing, and for the term granted.

Section 16.5 Designated gifts. A gift given for a stated purpose is applied to that purpose, including a gift designated for the waiver allowance under Section 4.7.

ARTICLE XVII. YOUTH PROTECTION AND STUDENT INFORMATION

Section 17.1 Policy. The Board shall adopt a written youth protection policy proportionate to the League's activities. Whether or not one is in force, no adult may be alone with a student who is not that adult's own child in a place where they cannot be seen or interrupted.

Section 17.2 Screening. Screening is set by the policy and is sized to the setting. A Member School's own screening of its employees and volunteers

satisfies this Article as to that school's personnel, and the policy of the school hosting an event governs access to its own building.

Section 17.3 Supervision. A squad at a League event is in the care of its Member School, through its Coach or an adult the school has pre-authorized. The Corporation supervises the venue and the conduct of matches.

Section 17.4 Transportation. Transportation of students to and from League events is the responsibility of the Member School and its families. The Corporation arranges no transportation.

Section 17.5 Reporting. Every person serving the Corporation reports suspected abuse, abandonment, or neglect as required by section 39.201, Florida Statutes. No policy of the Corporation limits that duty.

Section 17.6 Student information. The Corporation collects the information the Rules of Competition require to register a player and no more. It uses that information to run the competition, to publish results and standings, and to make awards. It discloses that information otherwise only with the consent of the Member School, or where law requires.

ARTICLE XVIII. RECORDS AND INSPECTION

Section 18.1 Records. The Corporation maintains the records required by section 617.1601, Florida Statutes, including its articles, these Bylaws, minutes, the record of Member Schools, and its financial records.

Section 18.2 Inspection. A Member School in good standing may inspect the records of the Corporation on written request stating a proper purpose, at a reasonable time and place.

Section 18.3 Withheld from inspection. The right in Section 18.2 does not reach the question bank or any question not yet played, information about an identified student, background screening records, the records of a protest that has not been decided, or the identity of a donor who has asked to remain anonymous.

Section 18.4 Annual report to the Member Schools. The Secretary/Treasurer reports the finances of the Corporation to the Member Schools at the annual meeting, including the waiver allowance and what was drawn against it.

CERTIFICATION

These Amended and Restated Bylaws were adopted by the Board of Directors of Leon County Academic League, Inc. on August 20, 2026, at a meeting at which a quorum was present, and are recorded in the minutes of that meeting. They restate and supersede in full the Bylaws adopted August 10, 2026.

Director	Signature
Stephen Kreyenbuhl, President	
Timothy Fitzpatrick, Vice President	
Chris Dudley, Secretary/Treasurer	