

South Carolina Virtual Charter School

BY LAWS

Revised by the Board January 16, 2024 & Approved by CIE February 2024

The mission of SCVCS is to improve student educational achievement through provision of an individualized, rigorous, standards-based virtual education to students in the State of South Carolina.

ARTICLE I - NAME AND OFFICES

Section 1. Name of School. The name of the School shall be as specified in its Articles of Incorporation, to wit: South Carolina Virtual Charter School

Section 2. Address of School. The location and address of the registered office of the School shall be that address as is kept on file with the South Carolina Secretary of State.

ARTICLE II - NATURE OF SCHOOL

Section 1. Non-Profit. The South Carolina Virtual Charter School is a non-profit organization incorporated under the South Carolina Nonprofit Corporation Act of 1994 [Chapter 31, Title 33, S.C. Code (the " Nonprofit Act")]. SCVCS is an independent and autonomous organization.

Section 2. Purposes. The purposes for which SCVCS is to be formed is to organize a charter school pursuant to South Carolina Code Ann. § 59-40-10 et seq., the South Carolina Charter Schools Act of 2013, as amended, and as set forth in the Articles of Incorporation.

Section 3. Limitations and Restrictions.

(a) Income and Distributions: No part of the assets, income, or net earnings of SCVCS shall be distributable to or shall inure to the benefit of its Members, Trustees, Directors, Officers, or any Shareholder or private individual, but reasonable expenses may be reimbursed and reasonable compensation may be paid for services rendered to enable SCVCS to provide the functions for which it has been organized.

(b) Dissolution: Dissolution and distribution of assets shall be c31Tied out in accordance with the Articles of Incorporation.

(c) Scope of Activity: Notwithstanding any other provision herein, SCVCS shall not carry on any other activities not permitted to be called on by (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(d) Prohibited Transactions: No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Non-Discrimination. SCVCS shall be non-sectarian, nonreligious and non-discriminatory, hiring staff and accepting students without discrimination as to race, color, religion, national origin, sex, marital status, sexual orientation, educational affiliation, handicaps or age, and shall comply with all applicable laws and regulations relating thereto including those specifications regarding admission as to racial composition pursuant to any applicable provision of the South Carolina Charter Schools Act.

Section 5. Enrollment. Subject to total enrollment limitations, enrollment in the School shall be open to any child in accordance with the South Carolina Charter Schools Act and interpreted case law.

ARTICLE III - MEMBERS

Section 1. Members. The members of the South Carolina Virtual Charter School shall consist of all parents or guardians of students enrolled in the School and all School employees (hereinafter "Members").

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Management. The Board of Directors (hereinafter also referred to as the "Board") shall be the governing body of the South Carolina Virtual Charter School (hereinafter also referred to as SCVCS or the School). The business and affairs of SCVCS shall be managed by the Board.

Section 2. Responsibilities. The Board's responsibilities include, but shall not be limited to, the following:

- a. Ensure compliance with all of the requirements for a charter school as provided by the South Carolina Charter Schools Act;
- b. Make every effort to maintain a positive working relationship with the school district/authorizer which issued the School's charter;
- c. Comply with all Federal and South Carolina laws;
- d. Develop strategic plans for the School;
- e. Adopt and approve the annual budget of the School;
- f. Validate all major contracts in excess of \$50,000.00 with the School by giving and recording formal approval;
- g. Evaluate the School's compliance with the academic accountability plan;
- h. Employ and evaluate the administrator of the School;
- i. Ensure that all personnel undergo background checks.
- j. Approve pay scales, performance criteria, and discharge policies as recommended by administration.

k. Ensure that the curriculum fulfills the mission statement of the School;

l. Ensure that the School will adhere to the same health, safety, civil rights and disability rights as required by the school district which issued the School's charter; and

m. Oversee and assure financial health of the School.

n. Respond to stakeholder complaints in alignment with the procedures specified in the grievance policy.

Section 3. Composition and Election. The School will recruit as Board members those persons who qualify under the South Carolina Charter Schools Act and demonstrate commitment to the School's mission. All prospective and current Board Members will be required to undergo a background check before they officially may serve. Pursuant to South Carolina Code Ann. § 59-40-50 (B)(9), a person who has been convicted of a felony must not be elected to a board of directors.

Qualifications required:

- Candidates will be required to submit in writing their desire to serve on the Board by completing an official board application;
- Candidates will be required to possess a four-year college degree;
- All prospective and current Board members will be required to undergo a background check before they officially may serve;
- All board members are required to participate in professional development activities;

The Board of Directors shall consist of seven (7) in state residents of South Carolina. Members of a board of directors may serve a term of two years and may serve additional terms. A choice of the membership of the board must take place every two years. Fifty percent of the members of the board as specified by the bylaws must be individuals who have a background in K-12 education or in business, and the bylaws of the charter school also must provide for the manner of selection of these members. If the board of directors consists of an odd number of members, the extra member must be an individual who has a background in K-12 education or in business.

Board seats 1,3,5, & 7 are always filled by an election in even years and Seats 2, 4 & 6 are always appointed in odd years. All Directors must be residents of the State of South Carolina. All employees of the charter school and all parents or guardians of students enrolled in the charter school are eligible to participate in the election. Parents or guardians of a student shall have one vote for each student enrolled in the charter school.

The Head of School will serve as an ex-officio member of the Board with no voting privileges.

Section 4. Annual and Regular Meetings. The SCVCS board may meet up to ten times per year, exclusive of called meetings. Meetings of the Board shall be general meetings and open for the transaction of business within the powers of the Board. All meetings are open to the public. When a board member is not in attendance for three meetings, the member will be sent a notice confirming

dates of absence and outlining the procedural next steps if a fourth absence should occur. If a fourth meeting is missed and documented, the member will be asked to resign from the Board and the Board may appoint an interim to fulfill the term.

Section 5. Place and Time of Meetings. All meetings of the Board, including the annual meeting, shall be held at such places within or without the State of South Carolina and at such times that shall be specified in the respective notices of such meetings or waivers thereof.

Section 6. Notice of Meetings. Notice of meetings of the Board shall be posted on the School website and provided to the public in accordance with the requirements of the Freedom of Information Act. Public notice shall, however, not be required in the case of Emergency Meetings or a conference as defined in the Freedom of Information Act.

Notice to all Directors of all regular meetings shall be delivered by electronic mail (e-mail) at least two days prior to the scheduled meeting. Notice of all special meetings shall be delivered as soon as possible before the special meeting convenes but not less than twenty-four (24) hours before the meeting convenes. Such notice shall state the time, place and date, where the meeting is to be held, and for special meetings, in addition, the purpose or purposes for which the meeting is called. Special meetings of the Board shall be called at any time by the Chairperson or three (3) members of the Board upon twenty-four (24) hour notice posted and delivered to all Directors.

Notwithstanding the above, notice of all meetings shall be delivered by regular, first-class mail, postage prepaid, to any Director who makes such request in writing to the Secretary/Treasurer of the Corporation at least 30 days before the next regularly scheduled or special meeting. If mailed, such notice shall be directed to each Director entitled to notice at his/her address as it appears on the books or records of the school.

ARTICLE V -OFFICERS

Section 1. Number of Officers. The officers of SCVCS shall be a Board Chair, a Vice-Chair, and a Secretary/Treasurer. The officers shall perform such duties as are described in these Bylaws or as may be assigned to them by the Board of Directors. The Chair shall be the Chairperson of the Board of Directors.

Section 2. Election of Officers. The Chair, Vice Chair, and Secretary/Treasurer shall be elected annually by the Board of Directors at the meeting following the annual election of the Board. Officers shall be elected by a plurality of the votes cast by the Directors and may succeed themselves. Each person elected as an officer shall continue in office until the next meeting after his/her election or until his/her successor shall have been duly elected and qualified, or until his/her earlier death or resignation in accordance with the Bylaws. Vacancies of officers caused by death, resignation, or decrease in the number of officers may be filled at a special meeting called for that purpose or at any regular meeting by appointment of the Chair or majority vote of the Board. Voting to fill officer vacancies shall be by a majority vote of the Board in the case of one vacancy and by a plurality of the votes cast in the case of more than one vacancy.

Section 3. Additional Officers and Agents. The Board, at any meeting, may, by resolution, appoint such additional officers and such agents and determine their tenure of office, if any, as it may deem advisable

Section 4. Duties. The officers selected above shall have the following duties:

(a) Chair. The Chair shall perform the following duties:

1. Preside at all meetings;
2. Subject to the control of the Board of Directors, supervise and control the management of SCVCS in accordance with the Bylaws and Articles of Incorporation;
3. Serve as Chairperson of the Board;
4. Appoint all committee chairs;
5. Serve as an ex-officio member of each committee;
6. If Board election has a tie, the Chair votes to break the tie.

(b) Vice-Chair. The Vice Chair shall perform the following duties:

1. All duties of the President in the absence of the President or in the event the President becomes incapacitated;
2. Any duties appropriate to the position of Vice-President and as specified by vote of the Board of Directors; and
3. Serve as parliamentarian at all Board meetings;

(d) Secretary/Treasurer.: In coordination with designated SCVCS staff, the Secretary/Treasurer shall perform the following duties:

1. Allow, upon request by any member or Director, the school's books to be examined during regular business hours at the physical location of the School, or at any regular or special meeting of the Board of Directors;
2. Allow checks to be drawn on the school's checking accounts and savings accounts, when signed by properly authorized officers or employees as designated by the Board of Directors and the Secretary/Treasurer;
3. Ensure the maintenance of accurate financial records concerning the operation of the school;

ARTICLE VI - COMMITTEES

Section 1. General. The Board may from time to time create one or more Committees of the Board as described below (the "Committees"). Committees may be of any size and composition, provided, however, each Committee will include at least two Directors. The Board will specify each Committee's authority, and no action may be taken by a Committee without prior authorization by the Board. Committees may not be authorized to approve or recommend extraordinary corporate acts, appoint or remove Directors or members of Committees, adopt, amend or repeal the Corporation's Articles of Incorporation or Bylaws, or otherwise act in contravention of the Nonprofit Act, specifically South Carolina Code Ann. § 33 31-825 . Unless the Board shall provide otherwise, each Committee shall enact rules and regulations for its governance.

Section 2. Standing Committees. By resolution adopted by a majority of the Directors in office, the Board may designate one or more Standing Committees as described below or as otherwise designated by the Board.

(a) Policy Committee. The Policy Committee shall develop a policy manual for the School. The Committee shall propose language for new policies that the School requires, ensuring that such policy language is consistent with South Carolina laws and not contradictory to

previously approved School policies. The Committee shall maintain the policy manual for use and distribution by the School.

- (b) Nominating Committee. The Nominating Committee will recruit and develop a slate of officers and present to the Board of Directors after board elections. The committee will also be responsible for Board orientation to any new member.

Section 3. Ad Hoc Committees. The Board may from time to time, by resolution, constitute such Ad Hoc Committees with such functions, powers and duties as the Board deems necessary or appropriate.

Section 4. Chairpersons. The Chair shall appoint chairpersons for each Committee. The Committee appointments will take place within thirty (30) days after the Chair assumes his or her responsibilities, and the Secretary/Treasurer shall immediately notify each such chairperson of his or her appointment. A Director shall be appointed to serve as chair of each Committee.

ARTICLE VII - INDEMNIFICATION

Section 1. General. The Corporation shall indemnify each officer, Director, employee and representative ("Indemnities") from the expenses and risks as set forth below if such Indemnitee has acted in good faith or in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to criminal action proceeding had no reasonable cause to believe his or her conduct was unlawful. An Indemnities shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted or, absolute breach of fiduciary duty, lack of good faith or self-damaging actions taken as a member or any failure to take any action shall be presumed to be in the best interests of the School.

Section 2. Expenses. An Indemnitee shall be indemnified against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of SCVCS) by reason of the fact that the Indemnitee is or was a representative, officer or Director of the Corporation, or is or was serving at the request of the School as a representative of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII – MISCELLANEOUS PROVISIONS

Section 1. Finances. All financial accounts in any financial institution shall be held in the name of the South Carolina Virtual Charter School with authority in those authorized officers as designated by the Board and the Secretary/Treasurer.

Section 2. Fiscal Year and Audit. The fiscal year of the School shall begin on July 1 and end on June 30 each year. SCVCS shall be required periodically and no less than once a year to employ a certified public accountant to audit the accounts of the Corporation and to provide such audits as are required pursuant to the South Carolina Charter Schools Act.

Section 3. Execution of Contracts. The Board authorizes the Head of School in the name of and on behalf of the school, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances in alignment with the Procurement Policy.

Section 4. Forms of Records. When consistent with good business practices, any records of the School may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

Section 5. South Carolina Virtual Charter Records. SCVCS shall keep as permanent written records a copy of the minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The School shall maintain appropriate accounting records. The School or its agent shall maintain a record of the Name and address, in alphabetical order, of each member. The School shall keep a copy of the records at its main office.

Section 6. Family Education Rights and Privacy Act. The South Carolina Virtual Charter School will adhere to the Family Education Rights and Privacy Act by respecting the purpose of privacy regulations which include

- (a) assuring consumer control over student information,
- (b) setting boundaries on the use and disclosure of student records, and
- (c) establishing appropriate safeguards to protect privacy of student information.

Section 7. Bylaw Amendments. Bylaws will be reviewed at least once every two (2) years and shall be documented as to the date of review. New Bylaws, or amendments hereto, may be adopted, amended or repealed by a majority vote of the entire Board of Directors at a meeting if prior written notice of the proposed change has been given to the Board. Any amendments to the Bylaws which are inconsistent with the South Carolina Charter Schools Act of 2013 or would result in the School's loss of its ability to claim non-profit status under either the Internal Revenue Code or the South Carolina Nonprofit Corporation Act, shall be null and void.

Section 8. Conflicts of Interest. Conflict of interest transactions, as defined in the South Carolina Nonprofit Corporation Act, South Carolina Code ArU1. § 33-31-831, are voidable as therein described. In addition to all other remedies, effects or liability provided by law, any Director not disclosing any conflict of interest transaction (as above described) in advance to the Board will be removed from the Board forthwith and in accordance with South Carolina Code Ann. § 59-40-75. The Board of Directors may adopt policies, procedures and guidelines in connection with the avoidance of conflicts of interest,

Section 9. Severability. If any provision of these Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.