

South Carolina Virtual Charter School

BY LAWS

Revised by the Board October 16, 2025 & Approved by CIE April 15, 2026

ARTICLE I – NAME, FORM, AND OFFICES

Section 1. Name of School. The name of the organization is South Carolina Virtual Charter School (hereinafter referred to as “SCVCS”).

Section 2. Registered Office. 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.

Section 3. 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 4. 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 with the mission to improve student educational achievement through provision of an individualized, rigorous, standards-based virtual education to students in the State of South Carolina. SCVCS is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 5. 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 managed 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 6. Nondiscrimination. SCVCS will comply with all applicable federal and state laws and regulations prohibiting discrimination based on race, national origin, ethnicity, sex, gender, religion, age, disability, marital status, sexual orientation, and veteran status. SCVCS is committed to nondiscrimination in all of its educational, employment, and school-related activities. This includes those specifications regarding admission and racial composition requirements pursuant to any applicable provision of the South Carolina Charter Schools Act.

Section 7. Enrollment. Subject to total enrollment limitations, enrollment in the School shall be open to any child in accordance with the SCVCS Charter, the South Carolina Charter Schools Act, and interpreted case law.

ARTICLE II - 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 III - 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 South Carolina state and federal laws and regulations, and the terms of the School's charter
- b. Maintain its statutory, contractual, and fiduciary responsibilities of governing the operations of the School and not delegate said responsibilities to a third party
- c. Oversee the financial viability of the school, including but not limited to adopting and approving the annual budget, validating all major contracts in excess of \$50,000.00 through review and formal approval, ensuring sound management and responsible use of public funds.
- d. Set clear goals for organizational success and develop and oversee the implementation of comprehensive strategies to achieve the School's objectives and maintain its long-term vision (e.g. a strategic plan).
- e. Monitor the academic progress of the School and adapt plans and goals as necessary.
- f. Hire, oversee, and evaluate (at least annually) the Head of School, who is delegated the authority to lead daily operations of the School.
- g. Ensure the School has employee policies and procedures in place that comply with background check requirements, contracting and pay scale practices, as well as discharge and grievance procedures.
- h. Ensure that the School will adhere to the same health, safety, civil rights and disability rights as required by the authorizer that holds the School's charter;
- i. Utilize the breadth of expertise and perspective in board composition to foster community engagement and school support;

- j. Conduct open, public meetings where members can attend and express concern or provide input on board decisions through the availability of public comment at every regularly scheduled meeting;
- k. Respond to stakeholder complaints in alignment with the procedures specified in the grievance policy; and
- l. Make information available to the public as it relates to school information, board decisions, and school performance through compliance with the Freedom of Information Act (FOIA).

Section 3. Composition. 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. 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 within one year of taking office as outlined in Section 59-40-155 of the Charter Schools Act.;

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 up to two additional terms. An election to determine membership of the board must take place every two years. Fifty percent of the members of the board must be individuals who have a background in K-12 education or in business.. 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.

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

Section 4. Elections. Board seats 1,3,5, & 7 are always filled by an election in August of even years. A general election will take place after the start of the school year but on or before August 31 every even year. The general election schedule will be published at least thirty calendar days prior to the election.

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 set of votes for each student enrolled in the charter school. Each voter may select a number of candidates equal to the open elected seats on the ballot. No write-in candidates are allowed. The elected seats will be filled by a plurality-at-large of votes cast. No voter may cast more than one vote for the same candidate on the same ballot. Any ballot that does not comply with the requirements described above will be considered void and will not be counted. A tie for any elected seat on the Board will be determined by a special election.

Terms for elected members shall commence on September 1 of a given year. All expiring terms shall conclude on August 31 in a given year. With the exception of an emergency meeting or time-

sensitive issue that would adversely affect the ability of the school to operate and warrants a special meeting for its sole purpose, the Board of Directors may not take action that excludes elected members between their election and September 1.

Section 5. Appointments. Seats 2, 4, & 6 are always appointed in odd years. Appointments to the Board of Directors shall be made on or before September 1 every odd year and must be by a majority vote of the active and serving Directors. Consideration of any individual for appointment as a Director must include reference to the qualifications of Directors.

Terms for appointed members shall commence on September 1 of a given year. All expiring terms shall conclude on August 31 in a given year.

Section 6. Vacancies. If a Director dies, resigns, or is removed from the Board, the vacant seat will be filled how it was originally filled (election or appointment). If the vacant seat was originally filled by election, a special election will be called within a reasonable amount of time not to exceed 90 days. If the vacant seat was originally filled by appointment, the Board will appoint a new director as soon as possible. Any vacant seat with less than six months remaining in the term at the time the seat becomes vacant may remain open and not be filled at the discretion of the Board. A Director who is elected or appointed to fill a vacant seat will serve the remainder of the replaced Director's term.

Section 7. Removal of Directors. A Director may be removed from the Board, with cause, by a majority vote of the Directors in office. Cause shall include, but not be limited to:

- Breach of Fiduciary Duty: Failure to act in the best interest of the charter school, including negligence, fraud, or intentional misconduct.
- Conflicts of Interest. Engaging in a transaction or having a relationship that constitutes a material conflict of interest that is not properly disclosed or approved by the Board.
- Violation of the Charter Schools Act: Actions or omissions that violate the provisions of the South Carolina Charter Schools Act, S.C. Code Ann. 59-40-10 et. Seq.
- Violation of the Board's Bylaws or Board Policies: A substantial and material violation of the Board's bylaws, policies, or code of conduct.
- Gross Abuse of Authority. Engaging in a gross abuse of authority or discretion in the discharge of duties of the Board.

The following procedure must be observed when considering the removal of a Director for cause:

- Written Allegations. Any three or more Directors, or two Directors and the Head of School, must submit a written and signed statement to the Board, giving specific allegations that they believe constitute reasonable cause for removal.
- Notice to the Director. At least 30 calendar days before a meeting where a vote on removal will take place, the Director in question must be given written notice of the basis for removal.
- Opportunity to be Heard. The Director subject to removal must be afforded an opportunity to contest the allegations. The Director may submit a written response to the Board and appear at the meeting, with or without legal counsel, to address the allegations before a vote is taken. If the Director subject to removal is serving as the Chair of the Board, the Vice Chair will preside at the meeting.
- Formal Vote. A majority of the Directors then in office must vote in favor of the removal for it to be effective.

If a Director was elected by the Board to fill a vacancy, that Director may be removed without cause by a two-thirds vote of the Directors then in office. This provision does not apply to a Director who was elected by members or otherwise designated to the Board.

Nothing in these Bylaws shall prevent a Director from being removed by a judicial proceeding as provided for in the South Carolina Nonprofit Corporation Act, S.C. Code Ann. § 33-31-810.

The removal of a Director is effective immediately upon the affirmative vote of the Board, unless a future effective date is specified in the resolution for removal. Upon removal, the former Director must immediately relinquish all corporate materials and cease to represent the charter school in any capacity. Any vacancy created by the removal shall be filled in accordance with the provisions of these Bylaws.

Section 8. Annual and Regular Meetings. The SCVCS board may meet at least ten times per year for the purposes of regular business, exclusive of special or emergency meetings. Regular 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. At least one annual meeting shall occur per year for purposes that may include, but not be limited to, strategic planning and board training.

When a board member is not in attendance for three regular meetings during a fiscal year (beginning July 1 and ending in June 30), 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 vacancy may be filled in alignment with Section 6 of this Article.

Section 9. Special Meetings. Special meetings of the Board may be called by the Chair or three Directors for time-sensitive issues that cannot wait for a regularly scheduled meeting. Special meetings of the board must be preceded by at least forty-eight (48) hours' notice to Directors and the public. Special meetings will comply with the requirements set forth in the South Carolina Freedom of Information Act.

Section 10. Emergency Meetings. Emergency meetings of the Board may be called by the Chair or three Directors for unforeseen, catastrophic, or urgent situations that demand immediate action, making it impracticable to provide advance notice.

Section 11. Place and Time of Meetings. All meetings of the Board, including special or emergency meetings, 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 12. 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 as defined in the Freedom of Information Act.

Notice to all Directors of regular and special meetings shall be delivered by electronic mail (e-mail) at least two days prior to the scheduled meeting. 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.

ARTICLE IV -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 or appointment of the Board. Officers shall be elected by a majority of the votes cast by the Directors and may succeed themselves. Each person elected as an officer shall continue in office for a term of one year 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.

Section 3. Vacancies. Vacancies of officers caused by death, resignation, removal, 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 4. Removal of Officers. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by an affirmative vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors. Definitions of cause and the procedure used shall correspond to Article III, Section 7 of these Bylaws.

An officer who is removed shall cease to hold the office immediately upon the effective date of the removal vote. Any vacancy created by the removal shall be filled in accordance with the provisions for filling officer vacancies.

In an emergency situation where the officer's continued service poses an immediate risk to the charter school, the Board of Directors or Executive Committee may suspend the officer from their duties pending the outcome of the removal proceedings. In the event that the Chair is subject to removal, the Vice Chair shall assume the responsibilities of the Chair pending the outcome of the removal proceedings.

Section 5. 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 6. 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. Adhere to the duty of impartiality;
3. Ensure a quorum is present to conduct business;
4. Serve as Chairperson of the Board;
5. Appoint all committee chairs;
6. Serve as an ex-officio member of each committee;
7. If Board action yields a tie, the Chair votes to break the tie in alignment with Robert's Rules of Order Newly Revised (RONR).

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

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

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

1. Ensure the receipt of materials by Directors, the documentation of meeting minutes, and the recording of regular, special, and emergency meetings;
2. Assist the presiding officer by providing necessary documents and information to aid in running the meeting;
3. Serve as the custodian of records that ensures preservation of the organization's agendas, approved minutes, meeting recordings, bylaws, standing rules, policy manuals, committee reports, and official correspondence;
4. 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;
5. 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;
6. Ensure the maintenance of accurate financial records concerning the operation of the school;

Section 7. Compensation. Directors shall serve without compensation but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board. These expenses and reimbursements must align with the financial policies and procedures utilized by the School for all employees.

ARTICLE V - 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. Executive Committee. The Board of Directors may establish an Executive Committee composed of the officers of the board. The Chair of the Board shall serve as the Chair of the Executive Committee. The Chief Executive Officer/Head of School shall be an *ex-officio*, non-voting member. The full Board of Directors shall approve the members of the Executive Committee annually when Officers are elected.

The purposes of the Executive Committee shall include, but not be limited to:

- With input from all Directors and the Head of School, develop the agenda for regular meetings of the Board of Directors;
- Work with School staff to review and prepare necessary materials for regular and special meetings;
- Work with School staff to prepare and review documents required to perform individual Officer duties;
- Work with staff to prepare amendments to the School's charter, policies, or other board documents for review by the full Board;
- Develop and implement the tools and procedures required to annually evaluate the Head of School; and
- Coordinate ongoing professional development activities for the full Board of Directors.

The Executive Committee shall meet at least monthly prior to a regular meeting and as needed, upon the call of the Chair or any two (2) members of the committee. Notice of meetings shall be provided to all committee members and the Head of School at least 24 hours in advance.

The Executive Committee shall keep written minutes of its proceedings. These minutes shall be distributed to all members of the Board of Directors with the agenda for the next regular board meeting.

Section 3. 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 4. 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 5. 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 VI - 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 VII – 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.

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 and an opportunity for public comment has been provided. 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.

Section 10. Parliamentary Authority. Unless provided otherwise herein, or specified in the South Carolina Nonprofit Corporation Act, South Carolina law, or any special rules the Board may adopt, the conduct of the Board shall be in accordance with Robert's Rules of Order Newly Revised 12th Edition.