

**BYLAWS  
OF  
VIRTUS ACADEMY OF SOUTH CAROLINA**

**ARTICLE I  
NAME, PURPOSE, LEGAL STATUS**

**Section 1. Name.** The name of the organization is Virtus Academy of South Carolina (hereinafter referred to as “VASC”).

**Section 2. Legal status.** VASC is a South Carolina nonprofit corporation and a public charter school. VASC has such powers as are now, or may hereafter be, granted by the South Carolina Nonprofit Corporation Act of 1994, as amended, and the South Carolina Charter Schools Act of 1996, as amended.

**Section 3. Purpose.** The mission of VASC is to lead students to achieve through authentic project-based learning experiences the knowledge and inquiry skills they need to succeed in life, college, and their future careers. VASC is organized exclusively for educational objectives and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Section 4. Nondiscrimination policy.** VASC will comply with all applicable federal and South Carolina laws and regulations prohibiting discrimination based on race, national origin, ethnicity, sex, gender, religion, age, disability, marital status, sexual orientation, and veteran status. VASC is committed to nondiscrimination in all its educational, employment, and student admission activities.

**Section 5. Registered office and agent.** The registered agent of VASC may be changed from time to time at the Board of Directors’ discretion by giving notice of any change to the South Carolina Secretary of State. The registered office will be the same address as that of the registered agent.

**ARTICLE II  
MEMBERS**

VASC will have no members. All rights which would otherwise, by law, vest in the members will vest in the Board of Directors.

**ARTICLE III  
BOARD OF DIRECTORS POWERS AND DUTIES**

**Section 1. Management.** The business affairs and property of VASC will be managed by the Board of Directors.

**Section 2. General Powers.** The Board of Directors’ primary duties include establishing policies, setting and approving the annual budget, fiscal management, contracting for needed

services, strategic planning, fundraising, ensuring that VASC will adhere to health, safety, civil rights, and disability rights requirements, hiring and evaluating a school leader, and assessment of VASC's effectiveness in manifesting its mission.

**Section 3. Delegation.** The Board of Directors may delegate to committees or to members of the Board of Directors such powers as the Board sees fit, consistent with applicable law, for specific periods of time. The Board of Directors may establish standing or ad hoc committees for such purposes.

**Section 4. Regular Meetings.** The Board of Directors will have the power to establish the time and place for holding regular meetings of the Board. The Board of Directors will have discretion to change the time and place of such regular meetings, or to make them more or less frequent, with appropriate notice. The Board of Directors will comply with the requirements set forth in the South Carolina Freedom of Information Act, and any other applicable laws concerning notice and conduct of the Board of Director's meetings.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called by the Chair and will comply with the requirements set forth in the South Carolina Freedom of Information Act.

**Section 6. Emergency Meeting.** Emergency meetings of the Board of Directors may be called by the Chair, the Vice Chair in the Chair's absence, or three members of the Board of Directors in the absence of the Chair and Vice Chair. Emergency meetings do not require 24 hours' notice. An emergency is an unforeseen occurrence, or combination of circumstances, which call for immediate action or remedy. An emergency must be real and determined in light of the situation.

**Section 7. Quorum.** A simple majority of the constitute membership of the Board of Directors will constitute a quorum.

**Section 8. Procedures.** The vote of a simple majority of the Directors present at a properly called meeting at which a quorum is present will be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws. The Board will keep written minutes of these proceedings in its permanent records.

**Section 9. Public Comment.** The Board of Directors may, in its discretion, offer the public an opportunity to comment at Board meetings.

## **ARTICLE IV** **BOARD OF DIRECTORS MEMBERSHIP**

**Section 1. Number of Directors.** The Board of Directors shall consist of nine (9) Directors, with five elected and four appointed. A choice of membership of the Board will take place every year. In even years, three elected seats and two appointed seats will be filled. In odd years, two elected seat and two appointed seats will be filled.

**Section 1.5. Temporary Provision.** Notwithstanding any other provision in this Article, three (3) Directors will be elected to the Board in the Spring of 2020 for two-year terms and one (1) Director will be elected to the Board in the Spring of 2020 for a one-year term.

**Section 2. Qualifications and Tenure.** Directors will serve a term of two years and may serve additional terms (i.e. there are no term limits). Terms for elected members will commence on July 1 of a given year, and terms for appointed members will commence on July 1 of a given year, or as soon as possible thereafter upon appointment by the Board. All expiring terms will conclude on June 30 of a given year. Fifty percent (50%) of the members of the Board must be individuals who have a background in K-12 education or in business. Each Director must be a resident of the State of South Carolina. A person who has been convicted of a felony is not eligible to serve on the Board of Directors. Current VASC employees are not eligible to serve on the Board. Further, a former VASC employee cannot be considered for election or appointment to the Board until at least twenty four (24) months have passed since he or she was a VASC employee.

**Section 3. Elections.** A general election will take place every Spring. The general election schedule will be published at least thirty days prior to the election. Each voter may select a number of candidates equal to the open elected seats on the ballot. 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. 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 coin toss.

**Section 4. Appointments.** Annual appointments to the Board of Directors will be made as soon as possible after the election takes place and must be by a majority vote of the Directors holding office. Consideration of any individual for appointment as a Director must include reference to the qualifications for Directors.

**Section 4.1. Honorary Members.** The Board shall have the power to, in its discretion, appoint former Board Members as a Director Emeritus by a majority vote of the Directors holding office. Any person appointed by the Board as a Director Emeritus shall serve strictly in an advisory capacity and will neither be permitted to participate in Executive Session without express permission from the Board nor have voting privileges. A Director Emeritus shall not be counted as one of the nine directors described in Section 1 of this Article.

**Section 5. 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 of Directors. A Director who is elected or appointed to fill a vacant seat will serve the remainder of the replaced Director's term.

**Section 6. Removal.** Any Director may be removed from office for cause by a two-thirds vote of the Board of Directors holding office at that time at a meeting at which a quorum is present, provided that written notice of the meeting is sent to all Directors at least seven days in advance

of the meeting and such notice specifies that a purpose of the meeting is to vote on removal of the named Director(s).

**Section 7. Officers.** The officers of the Board will be Chair, Vice Chair, Secretary, and Treasurer. The officers will be nominated and elected by the Board of Directors to serve a one-year term after the appointment of new Board members. Officers may be reelected to serve consecutive one-year terms. The Board of Directors will have the power to remove an officer at any time prior to the termination of such term by a majority vote of the Board of Directors currently holding office. Any officer vacancy that occurs for any reason may be filled by the Board of Directors.

(a) **Chair.** The chair will preside at all meetings of the Board of Directors and will perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

(b) **Vice Chair.** The Vice Chair will perform the duties of the Chair in the absence of the Chair and will assist the Chair in the discharge of its leadership duties.

(c) **Secretary.** The Secretary will ensure that minutes of all Board meetings are taken and that all required notices of Board meetings are given. The Secretary will also perform all duties incident to the office of Secretary and such duties assigned by the Chair or Board of Directors.

(d) **Treasurer.** The Treasurer will have financial oversight responsibility and will keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of VASC, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and will also be granted access to all meetings of any financial discussion concerning the VASC.

**Section 8. Compensation and Expenses.** Directors will serve without compensation but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board.

**Section 9. Training.** After taking office, each Director will complete the training required by the South Carolina Charter Schools Act, as amended, as soon as possible.

## **ARTICLE V** **CONFLICT OF INTEREST POLICY**

The Board of Directors will develop a conflict of interest policy applicable to Board members and employees of the School and consistent with the requirements set forth in the South Carolina Rules of Conduct, S.C. Code Ann. § 8-13-700 et seq.

## **ARTICLE VI** **DEFENSE OF ACTION**

VASC will, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify and hold harmless all directors, officers, and employees from any and all liability, damage, expense, causes of action, suits, claims, or judgments arising from injury to persons or property or otherwise which arises out of the act, failure to act, or negligence of the charter school, its agents and employees, in connection with or arising out of the activity of VASC, so long as such directors, officers, and employees acted in good faith and within the scope of their office or employment.

**ARTICLE VII**  
**FISCAL YEAR**

VASC's fiscal year will run from July 1 through June 30. All of VASC's financial records will be maintained according to Generally Accepted Accounting Principles (GAAP) on a July 1 through June 30 fiscal year basis.

**ARTICLE VIII**  
**AMENDMENTS TO BYLAWS**

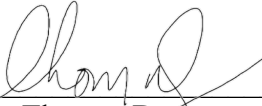
These Bylaws may be amended, altered, repealed, or restated by a majority vote of the Board of Directors at any regular meeting, provided that each member is given at least seven days prior written notice of the proposed adoption, amendment, repeal, or restatement to the Bylaws. Notice of the regular meeting must state that the purpose, or one of the purposes, of the meeting is to consider a proposed change to the Bylaws and must contain or be accompanied by a copy of the change, as well as the original. An amendment to these Bylaws must not be retroactively enforced, unless the amendment expressly provides for retroactive enforcement. Any amendment to the Bylaws that is inconsistent with the South Carolina Charter Schools Act or would result in the Corporation's loss of its ability to claim non-profit status under either the Internal Revenue Code or the South Carolina Nonprofit Corporation Act will be null and void. The VASC Board of Directors will review the Bylaws at least once every three years.

**ARTICLE IX**  
**DISSOLUTION**

Upon dissolution of VASC, its assets may not inure to the benefit of any private person. Any assets obtained through restricted agreements with a donor through awards, grants, or gifts must be returned to that entity. All other assets become property of the sponsor.

**ARTICLE X**  
**CERTIFICATION**

I hereby certify that I am the duly elected and acting Board Chair for VASC and that the foregoing Bylaws constitute the Bylaws of VASC, as duly adopted by affirmative vote of the Board of Directors.

  
\_\_\_\_\_, Board Chair  
Dr. Thomas Ducey

October 27, 2020  
\_\_\_\_\_  
Date