

**BYLAWS  
OF  
VIRTUS ACADEMY OF SOUTH CAROLINA**

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

**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 that is organized to oversee 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. Corporate Purpose.** The mission of VASC is to lead students to achieve the knowledge, skills, and character they need to succeed in life, college, and their future careers. VASC has not been formed for the making of any profit or personal financial gain. The assets and income of VASC shall not be distributable to or benefit the directors, officers, or other individuals. The assets and income of VASC shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. VASC shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax. VASC shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. 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 not discriminate on the basis of race, national origin, ethnicity, sex, religion, age, disability, marital status, veteran status, or any other protected class in accordance with South Carolina and federal law. VASC is committed to nondiscrimination against protected classes 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 of the Board of Directors (hereinafter referred to as “the Board”).

**ARTICLE III  
GOVERNING BODY**

**Section 1. General Powers.** The Board’s primary duties include ensuring that school management implements and observes necessary policies, setting and approving the annual budget, ultimate oversight of fiscal management and fraud risk management, approval of contracting protocols, , and hold final authority over strategic plans, 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 2. Delegation.** The purpose of the Board is to govern the school, not co-manage it. To accomplish its purpose, the Board will delegate authority for operations to its Executive Director as its single point of delegation, as well as hold the Executive Director accountable for the performance of the school within all applicable parameters. The Board may delegate some of its authority for oversight duties to standing or ad hoc committees, selected members of the Board, or others as appropriate as the Board sees fit, consistent with applicable law, for specific periods of time; however, the Board will not delegate authority for any aspect of school management to anyone other than its Executive Director, or their designee. The Board will retain any powers and duties required by law to be exercised by the Board.

**Section 3. Regular Meetings.** The Board will have the power to establish the time and place for holding regular meetings of the Board. The Board 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's meetings.

**Section 4. Special Meetings.** Special meetings of the Board may be called by the Chair and will comply with the requirements set forth in the South Carolina Freedom of Information Act.

**Section 5. Emergency Meeting.** Emergency meetings of the Board may be called by the Chair, the Vice Chair in the Chair's absence, or three members of the Board in the absence of the Chair and Vice Chair. Emergency meetings do not require twenty-four (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 6. Quorum.** A simple majority of the constituent membership of the Board will constitute a quorum.

**Section 7. Procedures.** The vote of a simple majority of the Board present at a properly called meeting at which a quorum is present will be the act of the full Board, unless the vote of a greater number is required by law or by these Bylaws. Each Director, including the Chair, shall have the opportunity to vote unless restricted by applicable law. The Board will keep written minutes of these proceedings in its permanent records.

**Section 8. Public Comment.** The Board may, in its discretion, offer the public an opportunity to comment at Board meetings, as well as determine the policy for such comments.

## **ARTICLE IV** **BOARD MEMBERSHIP**

**Section 1. Number of Directors.** The Board shall consist of nine (9) Directors, with five (5) elected and four (4) 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 seats and two appointed seats will be filled.

### **Section 2. Qualifications and Tenure.**

- a) Directors shall serve a term of two years and may serve consecutive terms (i.e. there are no term limits).
- b) 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.
- c) At least fifty percent (50%) of the members of the Board of Directors must be individuals who have a background in K-12 education or in business.
  - d) Each Director must be a resident of the State of South Carolina.
  - e) A person who has been convicted of a felony is not eligible to serve on the Board of Directors.
  - f) Each Director is subject to the South Carolina Ethics Act, as set forth in the South Carolina Code of Laws at Section 8-13-700 et. seq. And any conflict of interest policy approved by the Board, and each Director shall adhere to the provisions therein.
  - g) VASC employees are prohibited from serving on the Board during their employment..
  - h) A former VASC employee cannot be considered for election or appointment to the Board until at least sixty months (60) have passed since he or she was a VASC employee.
  - i) To be eligible to run for election, all candidates must submit a signed declaration of intent to the Board governance committee no later than thirty (30) calendar days before election day, and must attend a four (4)-hour pre-service board training presented by the Board or its designee at no cost to the candidate.

**Section 3. Elections.** A general election will take place every Spring. The general election schedule will be published at least thirty (30) calendar 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 (1) 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 special election. Write-in candidates will not be eligible for election.

**Section 4. Appointments.** **Nominations for annual appointments** to the Board 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. Prior to the appointment taking effect, however, the nominees must attend a four (4)-hour pre-service board training presented by the Board or its designee at no cost to the candidate unless documentation exists that show they have previously attended.

**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 shall be filled in the manner by which the vacant seat was originally filled (election or appointment). Subject to the other provisions of this section, if the vacant seat was originally filled by election, a special election will be called within a reasonable amount of time, not to exceed one hundred eighty (180) days. If the vacant seat was originally filled by appointment, the Board shall appoint a new Director at the Board's earliest convenience. Any vacant seat with less than twelve (12) 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 6. Removal.** Any Director may be removed from office for cause by a two-thirds vote of the Board 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 (7) 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). Cause may

include, but is not limited to, malfeasance, misfeasance, absenteeism, violation of applicable conflict of interest standards, misconduct, persistent neglect of duty, incompetence, or incapacity.

**Section 7. Officers.** The officers of the Board will be Chair, Vice Chair, Chair Elect, Secretary, and Treasurer. The officers will be nominated and elected by the Board to serve a one (1) year term after the appointment of new Board members. Officers may be reelected to serve consecutive one (1)-year terms. The Board 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 currently holding office. Any officer vacancy that occurs for any reason may be filled by the Board through a majority vote of the Board currently holding office.

(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 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) **Chair Elect.** The Chair Elect will perform the duties of the Chair in the absence of the Chair or Vice 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 the Board.

(d) **Treasurer.** The Treasurer will assist the board in the financial oversight of the school.

**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, but no later than within one (1) year of taking office. Failure to attend within the allotted time may result in removal from the Board.

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

The Board 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 shall, 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 shall be construed in harmony with the South Carolina Nonprofit Corporation Act, the South Carolina Charter Schools Act, and other applicable law.** These Bylaws may be amended, altered, repealed, or restated by a majority vote of the Board at any meeting, provided that each member is given at least seven (7) 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 Board will review the Bylaws at least once every three (3) years.

## **ARTICLE IX** **DISSOLUTION**

**VASC may dissolve pursuant to S.C. Code Ann. § 59-40-120 and Article 14 of the South Carolina Nonprofit Corporation Act, and by filing Articles of Dissolution with the South Carolina Secretary of State's Office.** 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 VASC's sponsor to the extent required by applicable law.

## **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.

Approved by the Virtus Board on March 25, 2025 and by the Charter Institute at Erskine Board of Directors on April 23, 2025.

THOMAS DUCEY

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Print name

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Signature

Witness to both the VASC Board and CIE Board approval: Virtus Academy's Executive Director

Brian Carpenter

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Print name

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