

**BY-LAWS**  
**VIRTUAL LEARNING ACADEMY CHARTER SCHOOL**

Reviewed, revised and adopted on March 24, 2022

**ARTICLE I**

The name of the corporation, the object for which the corporation was established and the location of the corporation's office, are set forth in the Articles of Agreement. The Articles of Agreement and these By-laws and any amendments thereto which may, from time-to-time be adopted govern and regulate the conduct of the business of the corporation.

**ARTICLE II**

The seal of the corporation, subject to the alternation thereof by the Board of Trustees, shall consist of the words "VIRTUAL LEARNING ACADEMY CHARTER SCHOOL", cut or engraved thereon; provided, however, that the legal type wafer seal or any other seal approved by the Board of Trustees, may be used by the corporation as its official seal.

**ARTICLE III**

The purpose for which the corporation is to be formed are exclusively for scientific, educational, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 and in this connection, the object for which this corporation is established is to operate a New Hampshire public charter school in accordance with Chapter 194-B of the Revised Statutes Annotated of New Hampshire as established in a Charter School Application for the Virtual Learning Academy Charter School submitted to the New Hampshire Department of Education and approved by the State Board of Education and which may be amended from time-to-time, and to: (a) use new and emerging distance learning technologies to provide any time any where access to a rigorous personalized education that helps students learn today, graduate tomorrow and prepare for the future; (b) provide all students with the opportunity to personalize their education by combining rigorous academic study with the flexibility that is inherent in the any time, any place philosophy; and (c) meet the needs of a wide variety of students and fosters 21<sup>st</sup> Century skills such as global awareness, self-directed learning skills, information and communications technology literacy, problem-solving skills, and time management and personal responsibility. The corporation is constituted so as to attract substantial support from contributions, directly or indirectly, and has not been formed for pecuniary profit or financial gain, and

no part of the assets, net earnings or income of the corporation is distributable to, or inures to the benefit of, its members, trustees, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. The corporation is a non-profit voluntary corporation organized under Chapter 292 of the Revised Statutes Annotated of New Hampshire and is to be exempt from income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) political campaigns on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code. The corporation is not organized for pecuniary profit and shall not declare dividends. No part of its net earnings shall inure to the benefit of any incorporator, trustee, or officer.

#### ARTICLE IV - MEMBERSHIPS

The original incorporators will elect a transitional 5 member Board of Trustees at an organizational meeting who will in turn elect a seven (7) member Board of Trustees at the first annual meeting. The Board of Trustees will manage the affairs of the corporation in accordance with the by-laws. An expressed interest in the education of students in New Hampshire and the corporation and the time necessary to actively participate in committee work and the work of the Board are necessary for membership on the Board.

#### ARTICLE V - BOARD OF TRUSTEES

##### Section I. Qualifications Number, Vacancies, Election and Term of Membership.

The Board of Trustees shall consist of seven (7) members including officers and the chairperson. At the discretion of the board, a new trustee may begin his/her term up to six (6) months prior to an outgoing board member termination date. The terms of office of the Board of Trustees will be staggered so that 2 members are elected in each of two successive years and that 3 members are elected in the third year.

Vacancies of the Board of Trustees resulting from resignation, death and any other occurrence may be filled by election by a majority vote of the current Board at any regular meeting from candidates presented by members of the board and the Chief Executive Officer. Such persons will complete the remainder of the term just vacated.

The standard term of office for each Trustee shall be three years. Trustees shall be eligible to succeed themselves.

Any Trustee who does not fulfill his/her responsibility by attending Board meetings regularly and compiles three successive unexcused absences may, upon a majority vote of the Board of Trustees present and voting at the meeting following the meeting at which the motion for removal is made be removed from office; provided further, any Trustee may be removed for cause, by a two-thirds vote of the Trustees present and voting.

#### Section II. Designated Seats on the Board of Trustees.

The Board of Trustees will consist of a minimum of two (2) members chosen from the parents of students enrolled in the Virtual Learning Academy Charter School on either a full or part-time basis in accordance with RSA 194-B:5 (which requires "no fewer than 25 percent or 2 parents of pupils attending the Charter School, whichever is greater), and shall consist of such other qualified members as may be designated by the Board of Trustees. RSA 194-B:5, 1 caps the number of trustees who simultaneously serve as school board members at 25 percent of the total board membership. The individuals serving in these capacities shall retain their position as members of the Board of Trustees co-terminously with their holding qualifications for their position.

#### Section III. Regular Meetings.

Regular meetings shall be held at least four times a year. Notice of all regularly scheduled meetings shall be mailed by the Clerk, or designee, to each member of the Board of Trustees at least seven days in advance of the meetings.

#### Section IV. Special Meetings.

Special meetings of the Board of Trustees may be called by the Chairman upon written request of three or more of the then current Trustees. Such a call by the Clerk shall state the time, place and purpose of the meeting and shall be mailed, faxed or delivered to the members of the Board at least twenty-four

hours in advance of the meeting. Actions taken at such meetings shall be limited to those specified in the call of the special meeting and require majority vote of a quorum of the entire Board.

#### Section V. Annual Meeting.

The annual meeting of the Board of Trustees shall be held in September of each year. The first annual meeting shall be for the election of the Board members and officers of the corporation, for the transaction of such other businesses may come before the meeting.

#### Section VI. Quorum.

- A. A quorum shall consist of a majority of the Board of Trustees and a majority vote of those present shall decide all questions, provided that any provision of law or these by-laws contrary thereto shall govern.
- B. As long as a quorum is present at the place of the meeting, absent Trustees may, by vote of those present, be allowed to participate in meetings remotely in accordance with the Right-to-Know Law RSA 91-A:3

#### Section VII. Right-to-Know.

In accordance with RSA 194-B:5, VI, the meetings and proceedings of the Board of Trustees and its committees shall be held in public session pursuant to RSA 91-A:2, except for those meetings or proceedings designated as non-public sessions as defined in RSA 91-A:3, II.

#### Section VIII. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, shall govern the Board of Trustees in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any Special Rules of Order the Board may adopt.

### ARTICLE VI – AUTHORITY OF THE TRUSTEES

#### Section I.

The Board of Trustees shall manage the affairs of the corporation subject to the Articles of Agreement and these By-Laws. In managing the affairs of the corporation, the Board of Trustees shall have all power and authority vested in the corporation itself, so far as such delegation of authority is not inconsistent

with the Laws of the State of New Hampshire, the Articles of Agreement, or these By-Laws.

## Section II.

Specifically, the Board of Trustees shall have the power to do the following: apply for and receive grants, aids and donations; borrow money, issue notes and other obligations, secured or unsecured; the power to adopt policies and practice for the management and operation of the Charter School and to govern the operation of the school; to cause to be executed under the seal of the corporation, mortgages, deed of trust and liens of any kind on real or personal property of the corporation; sell, dispose of, or lease the property of the corporation; purchase or acquire, in any manner and upon such terms as they shall approve, any property or rights which the corporation is authorized to acquire and to pay for the same in whole or in part, in money, bonds, notes, and other securities or with the property of the corporation; authorize the execution, in the name of the corporation of deeds, mortgages, options, liens, powers of attorney, contracts, notes, receipts; acknowledgments, acceptances, and other documents or instrument which may require it; and to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof but not for the pecuniary profit or financial gain of its directors or officers.

In addition and without limiting the generality of the foregoing the Board of Trustees shall have the specific powers enumerated in RSA 194-B generally and RSA 194-B:5, III specifically, including but not limited to the power to:

- (a) adopt a name and corporate seal, provided that any name selected shall include the words "Charter School";
- (b) sue and be sued, but only to the same extent and upon the same conditions that a town can be sued;
- (c) to acquire real property from public or private sources by purchase, by lease, by lease with an option to purchase, or by gift for use as a school facility provided that such acquisition is consistent with established school purposes;
- (d) to make contracts and leases for the procurement of services, equipment, and supplies provided that:
  - (i) if the Board of Trustees intends to procure substantially all educational services under contract with another person or entity, the terms of such contract shall be provided in an

addendum to the School's Charter application, and be approved by the State Board of Education as required; and

- (ii) the State Board shall not approve any such contract terms, the purpose or effect of which is to avoid the prohibition in this Chapter against granting charter school status for non-public schools;
- (e) to incur temporary debt in anticipation of receipt of funds.
- (f) to solicit, accept, manage, and use any grants or gifts, provided that such activities are consistent with established school purposes;
- (g) to have such other powers as are available and specified above.

## ARTICLE VII – OFFICERS

### Section I.

The officers of the corporation shall consist of a Chairman, Vice Chairman, Treasurer, Secretary, and Clerk and such other officers as the Board of Trustees shall appoint.

### Section II. Chairman.

The Chairman shall, when present, preside over all meetings of the Board of Trustees. In addition, he/she shall perform such other duties and have such other authority as the Board of Trustees may, from time to time designate. He/she shall, unless otherwise directed by the Board of Trustees, sign all checks issued by the corporation. The Chairman may appoint committees and such other standing or special committees as the Board of Trustees may direct.

### Section III. Vice-Chairman.

In the absence, incapacity or the inability of the Chairman to act, the Vice-Chairman shall act in his place and when so acting, shall have the same authority as the Chairman. In addition, he/she shall perform such other duties as the Chairman or the Board of Trustees may direct.

### Section IV. Treasurer.

The Treasurer shall perform all the functions and discharge all the duties specified in the then current policies adopted by the Board of Trustees.

#### Section V. Secretary/Clerk.

The Secretary/Clerk shall perform all the functions and discharge all the duties specified in the then current policies adopted by the Board of Trustees.

In addition, he/she shall perform such other duties as the Board may direct.

#### Section VI. Limits on Authority.

No officers shall obligate the corporation beyond the limits of items in the approved budget without specific authority from the Board of Trustees.

#### Section VII. Election and Term of Office.

The officers shall be elected annually by a majority of the Board of Trustees attending the annual meeting from a slate presented by the nominating committee. Officers shall take office at the close of the meeting at which they are elected. Each officer shall hold office for one year or until his or her successor is elected.

#### Section VIII.

Any officer elected or appointed by the Board of Trustees may be removed as an officer by the Board whenever in the Board's judgment the best interest of the corporation will be served thereby by a two-thirds vote of the members present at the meeting following the meeting at which the Motion for Removal is made.

#### Section IX. Committees.

The Chairman of the Board may appoint members of such subcommittees of the Board as from time to time are approved by the Board of Trustees. Subcommittees will be charged with such specific tasks or responsibilities as the Board of Trustees shall determine.



## ARTICLE VIII – FISCAL RESPONSIBILITY

### Section I. Contracts, Checks, Deposits and Gifts.

The Board of Trustees may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these By-laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

### Section II. Checks, Drafts or Orders.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization shall be signed by such officer or officers, agent or agents of the corporation, and in such a manner as shall from time to time be determined by policies adopted by the Board of Trustees. In the absence of such policies adopted by the Board of Trustees, such instruments shall be signed by the Chairman and countersigned by the Treasurer of the corporation.

### Section III. Deposits.

The procedure for depositing funds of the Corporation and the internal controls for handling the funds of the Corporation shall be specified in detail in policies adopted by the Board of Trustees and shall be reviewed annually.

### Section IV. Audit.

Annually the Board of Trustees shall cause a financial audit and report to be completed/prepared in compliance with the current format and content requirements imposed on a public school. A copy of an approved audit shall be sent to the New Hampshire Department of Education and such other entities as required by law or policy adopted by the Board of Trustees.

## ARTICLE IX – INDEMNIFICATION

Each member, trustee, officer or committee member of the corporation now or hereafter serving as such, and all the incorporators of the corporation shall be indemnified by the corporation to the maximum extent and in the manner permitted by the Voluntary Corporations Law (Chapter 292) of the State of New Hampshire, against any and all claims and liabilities and expenses (including attorney's fees) to which he or she has or shall become subject by



reason of serving or having served as such trustee, officer, committee member or incorporator, or by reason of any action alleged to have been taken, or omitted or neglected by him or her in such capacity, expenses reasonably incurred by him or her in connection with such claim or liability shall be reasonably paid except with respect to any matter in which he or she shall have been adjudicated to:

- 1) Have breached their duty of loyalty to the Corporation, or
- 2) Taken actions or committed omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, or
- 3) Have derived an improper personal benefit.

The amount paid to any officer, trustee, committee member or incorporator by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved.

The right of indemnification herein above provided shall not be to the exclusion of any rights to which any trustee, officer, incorporator or committee member of the corporation may otherwise be entitled by law. Furthermore, notwithstanding the foregoing, officers, directors and trustees of the corporation are not subject to the payment of corporate debts and the corporation shall indemnify directors, officers and trustees against liability and expenses (including attorney's fees) incurred in connection with the defense of any proceeding in which they are made a party by reason of being or having been a director, officer, incorporator or trustee. Provided, however, that, no officer, director, incorporator or trustee, will be indemnified with respect to matters as to which he/she shall finally be adjudged to have (a) breached his/her duty of loyalty to the corporation; or (b) engaged in any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) engaged in any transaction from which he/she derived an improper personal benefit.

#### ARTICLE X – CONFLICT OF INTEREST

In the event that the Board shall be called upon to consider a transaction or issue involving the Virtual Learning Academy Charter School and a member of the Board of Trustees (or a member of his or her immediate family) or an organization with which a member of the Board is "affiliated," such member of the Board as soon as he or she has knowledge of the transaction shall:

- a. Disclose fully to the Chairman and the Board the nature of his or her interest or involvement in such transaction or issue and/or such organization;

- b. Not vote on such transaction or issue; and
- c. Refrain from participation and consideration of proposed transaction or issue if requested to do so by the Board.

For the purpose of this section, a member of the Board is "affiliated" with an organization if he or she or a member of his or her immediate family (spouse, parents, in-laws, children, siblings); is an officer, director, trustee, partner, employee or agent of such organization, or such person has any other direct or indirect dealing with such organization from which he or she knowingly materially benefits. Anyone who executes a contract in violation of this paragraph may be held personally liable to the Virtual Learning Academy Charter School for any damages caused by such transaction (see RSA 194-B:5, VIII).

#### ARTICLE XI – REPORTS

The Board of Trustees or its representative shall report to the State Board of Education the corporation's progress toward achieving the goals of the Virtual Learning Academy Charter School quarterly or as requested and in accordance with Chapter 194-B of the New Hampshire Revised Statutes Annotated (as amended). In addition, it or its representative shall prepare an annual report to the State Board and provide a copy to the local School District.

#### ARTICLE XII – DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or public school or school district for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal offices of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XIII – FISCAL YEAR


The fiscal year of the corporation shall run from July 1 through June 30 of each year.

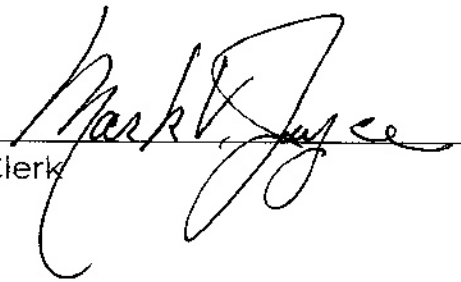
#### ARTICLE XIV – AMENDMENTS OF THE BY-LAWS

The Board of Trustees shall have the power to make, alter, amend and repeal these By-Laws of the corporation by affirmative vote of two-thirds (2/3rds) of the entire Board (5 members for a 7 person Board).

#### ARTICLE XV – CERTIFICATE OF ADOPTION

We, the duly elected Chairman and Clerk, hereby certify that these By-Laws were reviewed, revised and adopted by the VLACS Board of Trustees at a meeting held on March 24, 2022.

  
Chairman

  
Clerk