SOUTH CAROLINA WHITMORE SCHOOL, INC.

BY-LAWS

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ARTICLE I —NAME AND OFFICES

Section 1. Name of Corporation. The name of the School shall be as specified in its Articles of Incorporation, to wit: South Carolina Whitmore School (hereinafter referred to as "The School"),

Section 1.2. Address of School. The location and address of the registered office of the School shall be 501 Commerce Drive NE, Columbia, SC 29223.

ARTICLE II - NATURE OF SCHOOL

Section 2.1. Non-Profit. The School is a non-profit organization incorporated under the South Carolina Nonprofit School Act of 1994 [Chapter 31, Title 33, S.C. Code the "Nonprofit Act"]. The School is an independent and autonomous organization.

Section 2.2. Purposes. The purpose for which the School 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 1996, as amended, and as set forth in the Articles of Incorporation.

Section 2.3. Limitations and Restrictions.

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

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

(c) Scope of Activity: Notwithstanding any other provision herein, the School shall not carry on

any other activities not permitted to be carried on by (a) a School 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 (e)(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 2.4. Non -Discrimination. The School 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, handicap status, 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 2.5. 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.

Section 2.6. Mission Statement. The mission of the South Carolina Whitmore School, a virtual charter high school, is to provide a high-quality education to students across South Carolina and graduate self-sufficient learners who excel at using technology to further their understanding of the world.

ARTICLE III — BOARD OF DIRECTORS

Section 3.1. Management. The School shall be governed by the Board of Directors (hereinafter also referred to as the "Board"). The business and affairs of the School shall be managed by the Board. The members shall act only as a Board.

Section 3.2. 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. 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;
c. Comply with all Federal and South Carolina laws;
d. Monitor state and district performance criteria;
e. Develop strategic plans for the School, with annual review;
f. Approve and adopt the annual budget, while ensuring the fiscal stability of the School;

g. Appoints and annually evaluates the School Leader (see Appendix A section 2), who is then responsible for the overall management of school affairs, including but not limited to: the
employment, supervision and dismissal of all school faculty and staff members;
h. Approve policies in both the student and employee handbooks
i. Hear appeals for student expulsions (see Appendix A, section 3);
j. Hear concerns from faculty and staff members, after all proper steps have been taken as defined in the employee handbook (see Appendix A, section 1).
k. Approve standard operating procedures, including an annual review of the School's By Laws, to be completed at the first Board meeting of each new school year;

Section 3.3. Composition and Election. The Board, along with the School Leader, 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 the Board of Directors.

The Board shall consist of seven (7) Board members who reside in South Carolina. Fifty percent or more of the Board members will be individuals who have a background in K-12 education or in business. Fifty percent or more of the members of the Board must be elected by the employees and the parents or guardians of students enrolled in the school, with the remaining members appointed by the current members of the Board.

Fifty percent or more of the Board members shall be elected biannually by the employees and parents or guardians of students enrolled in the School. There shall be one vote allowed for each enrolled student: parents and guardians within each family will determine who will cast that vote. Board members shall be elected by a plurality of the votes cast. The Board will be elected at large. The Board shall not include employees of the School. In case of a tie, a runoff election will be held within thirty (30) days of the initial election.

The two-year renewable terms for each member of the Board shall begin on the day the Board member is sworn into office and will expire two years thereafter. Elections and appointments will be held immediately following the expiration of any Board member's two-year term and the results will be posted on the school's website. It is permissible for Board members to serve consecutive terms, as long as they are reappointed by the current Board members or re-elected by the employees and parents of the school, aforementioned in this section, at the conclusion of each two-year term. The School Leader of the School will serve as an ex-officio member of the Board with no voting privileges.

Section 3.4. Annual and Regular Meetings. The Board shall meet quarterly each year on such date and at such time and place as defined by the Board. Meetings of the Board shall be general meetings and open for the transaction of business within the powers of the Board without special notice of such business except in any case where special notice is required by law or the

By-Laws. All meetings are open to the public, except in cases where executive session are authorized, by the Freedom of Information Act. All Board members are also expected to attend the School's annual graduation ceremony. All Board members are encouraged to attend other school events throughout the school, such as Open House.

Section 3.5. Quorum. At any meeting of the Board, the presence of fifty percent or greater of the members of the Board shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of Board members present at a meeting at which a quorum is present shall be the acts of the Board.

Section 3.6. Notice of Meetings. Notices of meetings of the Board shall be posted in the School 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 Board members of all regular meetings shall be delivered via email at least one (1) week prior to the scheduled meeting. Notice of all special meetings shall be delivered as soon as possible before the special meeting convenes but in no event 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.

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

Section 3.7. Special and Emergency Meetings. Special meetings of the Board shall be called at any time by the Secretary of the Board upon the written request delivered to the Secretary by mail or e-mail of either the Board Chair or three (3) members of the Board upon twenty-four (24) hour notice posted and delivered to all Board members.

Section 3.8. Compensation. Board members shall not be entitled to any compensation for their services as Board members, but may be reimbursed for reasonable expense incurred when acting at the request of and on behalf of the Board.

Section 3.9. Board officers. There shall be three (3) officers of the School board, including a Chair, a Secretary and a Treasurer. These three officers will make up the Executive Committee. Each Board officer shall be appointed by the School Board and will serve a two-year term. At the conclusion of the two-year term, the Board shall reappoint all vacancies. Board officers may serve consecutive terms, if reappointed by the Board.

The responsibilities of the Chair include, but are not limited to: preside and conduct all Board

meetings, keep all Board members fully informed about all School activities, sign and execute in the name of the School all legal and contractual documents as defined by law and remain in constant contact with the School Leader, in regards to relevant and current school operations. The responsibilities of the Secretary include, but are not limited to: document and review all Board meeting minutes for presentation and approval of all Board meetings, perform in an interim basis the duties of the Chair in his/her absence. The Board Secretary also facilitates the annual review of the School's By-Laws.
The responsibilities of the Treasurer include, but are not limited to: collect and review the School's financial statements and present this information at each Board meeting.

Section 3.10. Committees. The Board may from time to time, by resolution, establish such committees (to consist of two (2) or more Board members) as the Board deems necessary or advisable.

Section 3.11. Board of Directors Attendance Policy. In order to encourage the full contribution of all members of the Board and to maximize their impact on the School, consistent attendance at Board meetings is expected. All absences must be communicated via email to the Board Chair within 24-48 hours. The Board Chair has the discretion to approve all absences. Board members will also have the option of attending Board meetings via conference call, if a scheduling conflict exists.

Section 3.12. Removal of Board members. Any Board member may be removed with or without cause by a majority vote of the Board members. All Board members serve "at-will" and the election and appointment of each Board member shall not of itself create contractual rights.

ARTICLE IV — INDEMNIFICATION

Section 4.1. General. The School shall indemnify each Board member, Board officer, and employee and representative ("Indemnitee") 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 School and with respect to criminal action proceeding had no reasonable cause to believe his or her conduct was unlawful. An Indemnitee 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, absent breach of fiduciary South Carolina Whitmore School 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 4.2. 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 the School) by reason of the fact that the Indemnitee is or was a representative, Board officer or Board member of the School, or is or was serving at the request

of the School as a representative of another School, partnership, joint venture, trust or other enterprise.

ARTICLE V —MISCELLANEOUS PROVISIONS

Section 5.1. Finances. All financial accounts in any financial institution shall be held in the name of the School with authority in those authorized officers as designated by the Board and the Board Treasurer.

Section 5.12. Fund Balance. The School will work to ensure a fund balance of no less than 30 days (one month) of operational reserve is kept at all times, in order to fulfill the financial expectation of the district and state. The School shall not exceed a fund balance of 150 days (6 months) of operational reserve, without Board approval.

Section 5.2. Fiscal Year and Audit. The fiscal year of the School shall begin on July 1 and end on June 30 each year. The School shall be required periodically and no less than once a year to employ a certified public accountant to audit the accounts of the School and to provide such audits as are required pursuant to the South Carolina Charter Schools Act.

Section 5.3. 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 5.4. Corporate Records. The School shall keep as permanent written records a copy of the minutes of all meetings of its Board of Directors, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board. 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 in the school administrator's office.

Section 5.5. Family Education Rights and Privacy Act. The 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 5.6. By-law Amendments. By-Laws will be reviewed at least once per year. The review of the By-Laws shall be documented as to the date of review. New By-Laws, 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 had been given to the Board. Any amendments to the By Laws which are inconsistent with the South Carolina Charter School Act 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 School Act, shall be

null and void.

Section 5.7. Conflict of Interest. Conflict of interest transactions, as defined in the South Carolina Nonprofit School Act, South Carolina code Ann. 33-31-831. are voidable as therein described. In addition to all other remedies, effect 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, including those which may violate proscriptions against private inurnment, impermissible private benefit and./or excess benefit.

Section 5.8. Severability. If any provision of these By-Laws 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 By-Laws 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. Certified as a true and correct copy of the By-Laws adopted on the 14 day of December 2023, by the Board of Directors of the South Carolina Whitmore School, Inc.

Stig Rasmussen
Board Chair

Appendix A

Article I — Standard Operating Procedures

Section. 1. Concerns brought to the board. All concerns should be shared with the board Chair as soon as possible, to not exceed 48 hours, if the board Chair was not the initial point of contact. From there, the Board Chair will inform the Executive Committee (board officers) as soon as possible, to not exceed 48 hours. Initial communication should be conducted via telephone call and potentially followed up as a written letter or email, as deemed appropriate by the Board Chair. From here, the Board officers will determine the appropriate steps moving forward.

Section. 2. School Leader Annual Evaluation Tool. The School Leader will be evaluated on an annual basis by all Board members. The evaluation tool may be reviewed and amended by a majority vote, as deemed appropriate by the Board. A copy of the evaluation tool is available at any time via request to the School's Human Resource department.

Section. 3. Student expulsions. As defined in the student handbook, consequences for students failing to meet the attendance policy:

- First offense – Warning

- After one day of absence, the parent and student will receive an email alerting them of their missed day and directions on how to make it up.

• Second offense - Phone call
  - If the student's absenteeism continues, a member of the office staff will make a phone call to the parent and/or student, in order to help find a resolution.

• Third offense - Time Management course
  - If a phone call is unsuccessful in resolving the student's absenteeism, the student will be placed in the Time Management course. This course is a for-credit elective and will be completed with the help of the attendance coordinator or an academic coach.

• Fourth offense - In-School Suspension
  - If the Time Management course fails to resolve the student's absenteeism, the student will be placed in ISS Attendance. This two-week program will require students to adhere to a strict schedule, while working closely with the attendance coordinator or an academic coach. This program is not meant to be punitive, rather an opportunity to learn and grow as a student.

• Fifth offense – Required face-to-face meeting
  - The parent(s) and student are required to attend a face-to-face meeting at the SCWS office, in order to help create an action plan to help resolve the student's absenteeism. If the student is a student with a disability plan, this meeting will be a special review meeting.

• Sixth offense – Recommended for expulsion
  - The student is recommended for expulsion. The parent(s) and student is provided with a date for an expulsion hearing via both standard mail and email, which will take place at the SCWS office in front of the SCWS expulsion hearing board.

The School hearing board consists of the School Leader, the student's school counselor and the School's compliance coordinator. Other individuals may be added to the hearing board by the discretion of the School Leader. The hearing board may authorize or order the expulsion, suspension, or transfer of any pupil for a commission of any crime, gross misbehavior, persistent disobedience, or for violation of written rules and regulations established by the district or school board, county board, or the State Department of Education, or when the presence of the pupil is detrimental to the best interest of the school. Expulsion or suspension shall be construed to prohibit a pupil from entering the school, or school grounds, except for a prearranged conference with an administrator, and attending any day or night school functions.

The hearing board may expel for the remainder of the school year a pupil for any of the reasons listed above. If procedures for expulsion are initiated, the parents or legal guardian of the pupil shall be notified in writing of the time and the place of a hearing before the board. At the hearing the parents or legal guardian shall have the right to legal counsel and to all other regular legal

rights including the right to question all witnesses. The hearing shall take place within fifteen (15) days of the written notification at a time and place designated by the board and decision shall be rendered within ten (10) days of the hearing. The pupil may be suspended from school and all school activities during the time of the expulsion procedures. The action of the hearing board may be appealed to the proper court. The hearing board may permanently expel any incorrigible pupil.

Every expelled pupil shall have the right to petition in writing to the Board for readmission to the School. All potential petitions will be directed to the school office, which will then be forwarded immediately to the Board officers (Executive Committee). It is left to the discretion of the Executive Committee in deciding how to proceed with each individual requested petition. All petitions will be responded to in writing and in a timely manner, to not exceed ten (10) days.