

Virtual Horizons Charter School
Bylaws

ARTICLE I: NAME

1.01 NAME

The name of this corporation shall be Virtual Horizons Charter School. The business of the corporation may be conducted as Virtual Horizons Academy.

ARTICLE II: PURPOSES AND POWERS

2.01 PURPOSE

Virtual Horizons Charter School is a C-Corporation, also registered in the state of Utah as a non-profit entity. It will be converted to a nonprofit with the Internal Revenue Service upon charter approval. Virtual Horizons Charter School shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Virtual Horizons Charter School provides publicly funded education for students from Kindergarten through completion of high school, using virtual instruction, by Utah-licensed teachers.

2.02 POWERS

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATIONS

Virtual Horizons Charter School is registered as a Utah nonprofit corporation and will be converted to a nonprofit with the Internal Revenue Service upon charter approval, and thus recognized as a tax-exempt entity under Section 501(c)(3) of the United States Internal Revenue Code.

Notwithstanding any other provision of these Bylaws, no board member, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officers,

member, or other private individual, 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 in the Articles of Incorporation and these Bylaws.

Distribution Upon Dissolution. Upon termination or dissolution of Virtual Horizons Charter School, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code, which organization or organizations have a charitable purpose which, at least generally, includes a purpose like Virtual Horizons Charter School.

ARTICLE III: MEMBERSHIP

3.01 MEMBERS

The corporation shall have voting members within the meaning of the Nonprofit Corporation Law.

3.02 AFFILIATES

The Board may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights and are not officers of the corporation.

3.03 ASSOCIATES

Nothing in Article V shall be construed to limit the corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such reference by the corporation shall render anyone a member within the meaning of Utah Nonprofit Corporation Law. Such individuals may originate and take part in the discussion on any subject that may properly come before any meeting of the Board but may not vote. The corporation may confer, by amendment of its Articles of Incorporation or of these Bylaws, some or all a member's rights, set forth in the Utah Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of Board Members or Officers of the

corporation, on a disposition of substantially all the assets of the corporation, on a merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a Board Member. The Board may also, but without establishing memberships, create an advisory council or honorary board or such other auxiliary groups, as it deems appropriate to advise and support the corporation.

ARTICLE IV: MEETINGS OF MEMBERS

SECTION 4.01 REGULAR MEETINGS

Regular meetings of the Board shall be held at such dates and at such times and places as the Board may fix. At least 72 hours before a regular meeting, the Board, or its designee, shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting. At least once every 12 months, the Board meeting shall include: (1) review and/or election of Board Members and specific positions; (2) review and/or appointment of Officers of the corporation; (3) review and approval of annual budget.

SECTION 4.02 SPECIAL MEETINGS

The Chair or a majority of the Board may call special meetings of the Board for any purpose(s) at any time. If a Chair of the Board has not been elected, then the President of the corporation is authorized to call a special meeting in place of the Board Chair.

ARTICLE V: BOARD OF DIRECTORS

5.01 GENERAL POWERS

Subject to limitations of the Utah Nonprofit Public Benefit Corporation Law, the corporation's Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), Management Company or committees, however composed, provided that the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral, or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral, or delegation at any time.

SECTION 5.02 NUMBER: ELECTION AND TERM OF DIRECTORS

The authorized number of Board Members shall be no fewer than three (3) and no more than seven (7), unless changed by amendment of these Bylaws. If a charter authorizer appoints a representative to serve on the Board of Directors, then the Board of Directors may appoint an additional Member to ensure an odd number of Board members.

The Members from the community at large are to be elected by the current Board of Directors and may be elected for up to three (3) four-year terms; provided that a Member who has served three (3) four-year terms may be elected to additional terms if the Board determines that such additional terms are essential to the continuity of Board management and affairs.

SECTION 5.03 FEES AND COMPENSATION

Board Members shall not receive any compensation for their services; however, the Board may approve the reimbursement of a Member's actual and necessary expenses incurred in the conduct of the corporation's business.

SECTION 5.04 RESTRICTION OF INTERESTED DIRECTORS

Not more than forty-nine percent (49%) of the people serving on the Board at any time may be interested people. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part time employee, independent contractor or otherwise and (b) any immediate relative of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered by the corporation.

SECTION 5.05 CHAIR

The Chair shall preside over the meetings of the Board. The Chair shall have such other powers and perform such other duties as the Board may prescribe from time to time.

SECTION 5.06 SECRETARY

The Secretary shall keep or cause to be kept a record of minutes of all meetings, proceedings, and actions of the Board and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof, and the vote or abstention of each Board member present for each action taken.

The Secretary shall keep or cause to be kept the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all directors and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall keep the seal of the corporation in safe custody, shall see that all reports, statements and other

documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

SECTION 5.08 TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, and disbursements. The book of accounts shall always be open to inspection by any Board Member.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated from time to time by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, and shall render to the Chairman and Executive Director, upon request, an account of all transactions as the Treasurer and of the financial condition of the corporation. The Treasurer shall present an operating statement and report, since the last preceding regular Board meeting, to the Board at all regular meetings. The Treasurer shall have such other powers and perform such other duties as may be determined from time to time by the Board.

ARTICLE VI: OFFICERS

SECTION 6.01 OFFICERS

The Officers of the corporation shall be at minimum: (1) President, (2) Secretary, and (3) Treasurer. The Chair of the Board may serve as the President of the corporation, with approval of a majority of Board Members. The Secretary and Treasurer of the Board shall also serve in such roles as Officers of the corporation unless other individuals are appointed by the Board. The corporation may also have at the discretion of the Board one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as deemed necessary by the Board. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the corporation or as the Chair of the Board.

SECTION 6.02 REMOVAL

At the request of a majority of Board Members, any Officer may be placed on probation pending a final vote to remove the Officer; the vote must occur within 60 days of notice of probation. Upon final removal, the Officer will relinquish any and all information pertaining to the corporation within 48 hours of removal.

SECTION 6.03 RESIGNATION

Any Officer may resign at any time by giving written notice to the Board. Such resignation may not prejudice any contract to which the Officer is a party. Any such resignation shall take

effect on the date of the receipt of such notice or at any later time specified. The acceptance of such resignation shall not be necessary to make it effective. The letter of resignation or stated resignation will become part of the minutes that pertain to that particular board meeting.

SECTION 6.04 VACANCIES

A vacancy in any office shall be filled by appointment from the Board of Directors. Such vacancies shall be filled as they occur.

ARTICLE VII. COMMITTEES

SECTION 7.01 BOARD COMMITTEES

The Board may create one or more standing or ad hoc committees of the Board, each consisting of at least one (1) member of the Board. Appointments to such Board committees shall be by majority vote of the Board Members then in office. Unless otherwise provided in these Bylaws or by the laws of the State of Utah, each Committee shall have all the authority of the Board to the extent delegated by the Board.

ARTICLE VIII: AMENDMENTS AND CORPORATE CHANGES

SECTION 8.01 BYLAWS

These Bylaws will be reviewed at least once every four (4) years and shall be documented as to the date of such review. New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Members, except that no amendment shall change any provisions of any charter governing any charter school operated as or by the corporation or make any provisions of these Bylaws inconsistent with the charter, the corporation's Articles of Incorporation, or any law.

SECTION 8.02 ARTICLES OF INCORPORATION

Amendments to the corporation's Articles of Incorporation shall require a majority vote of the Board.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the duly elected and acting Board Chair of Virtual Horizons Charter School; that the foregoing Bylaws are the Bylaws of the corporation as adopted by the Board of Directors on 6/28/2023; and that these bylaws have not been amended or modified since that date.

IN WITNESS WHEREOF, I have signed my name on 6/28/2023, UTAH.

Kristin Elinkowski

Kristin Elinkowski, Board Chair