

BYLAWS
OF
WEST VIRGINIA ACADEMY, LTD.

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**ARTICLE I
OFFICES**

Section 1.01. Principal Office. The initial principal office for the transaction of the business of West Virginia Academy, Ltd. (the "Corporation") shall be located in 403 Mallard Run, Morgantown, WV 26508, County of Monongalia, West Virginia. The principal office shall be updated to a more permanent location as appropriate not later than the date when a location for the charter school has been established. The Board of Directors is hereby granted full power and authority to change, from time to time, said principal office from one location to another within said county.

Section 1.02. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

**ARTICLE II
GOVERNANCE; MEMBERSHIP**

Section 2.01. Board of Governors and Directors. The Corporation shall be governed by a board of directors (hereinafter the "Board") in accordance with its Articles of Incorporation and the West Virginia Non-Profit Corporation Act (West Virginia Code §31E-1-101 et seq.), which board shall also be the "Governing Board" of any public charter school established by the Corporation as defined in West Virginia Code Sec. 18-5G-2(8). The terms "Board," "Board of Directors," "Governing Board," and "Board of Governors" may be used interchangeably in any official documents of the Corporation to refer to the Board. Any individual member of the Board shall be referred to individually as a "Director." These bylaws are adopted and ratified by the Board on the effective date hereof, and, including any subsequent amendments thereto, shall constitute the Bylaws of the Corporation.

Section 2.02. Members. The Corporation shall not have stock, but shall have members as set forth below.

Section 2.03. Choice of Laws. The Corporation shall be governed by the Board of Directors in a manner consistent with these Bylaws, the Articles of Incorporation, and official actions taken by the Board of Directors, each as amended from time to time. Any matter not addressed in the Corporation's Articles of Incorporation, Bylaws, and such official actions of the

Board, shall be governed by the laws of the state of West Virginia pursuant to the West Virginia Non-Profit Corporation Act (West Virginia Code §31E-1-101 et seq.), as amended.

Section 2.04. Purpose. The purpose or purposes of the Corporation shall be as stated in the Corporation's Articles of Incorporation.

ARTICLE III DIRECTORS

Section 3.01. Powers. Subject to limitation of the Articles of Incorporation, of the Bylaws, and the West Virginia Non-Profit Corporation Act, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

(a) To select and remove all the other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the Bylaws, fix their compensation, if any, and require from them security for faithful service.

(b) To conduct, manage and control the affairs of the Corporation, and to make such rules and regulations therefor not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem proper.

(c) To change from time to time the principal office for the transaction of the business of the Corporation from one location to another within the same county as provided in Section 1.01; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of West Virginia as provided in Section 1.02 hereof; and, to designate any place within or without the State of West Virginia for the holding of any Directors meeting or meetings.

(d) To appoint an executive committee and other committees, and to delegate to the executive committee any of the powers and authority of the board in the management of the affairs of the Corporation, except the power to adopt, amend or repeal bylaws. The executive committee shall be composed of two or more Directors.

(e) In every event the Corporation shall be subject to the following limitations:

(1) The corporation is organized exclusively for educational and scientific purposes and may only make distributions, if any, to organizations that qualify as exempt organizations under Internal Revenue Code § 501(c)(3) or a corresponding section of any future tax code;

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

(3) 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) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;

(4) 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 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law);

(5) 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 corresponding section of any future purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas in the county in which the principal office 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.

Section 3.02. Number of Directors. The minimum authorized number of Directors of the Corporation shall be five (5). The authorized number of Directors may be increased to a number greater than five by resolution of the Board.

Section 3.03. Election and Term of Office. The Board shall be constituted of elected members who shall serve a 3 year term (“Elected Directors”) as well as Members of the Corporation who are chairpersons of committees as established by the Board (“Ex Officio Directors”).

(a) Elected Board Members. The initial Board was appointed by the incorporator as established by certificate and the members of such initial Board shall be deemed to be Elected Directors. The default term of office for each of the Elected

Directors shall be three (3) years ending on the date of the annual meeting of the Corporation; provided, however, that the members of the initial Board as well as any additional Elected Directors shall be set with staggered terms so that the terms of approximately one-third of the Elected Directors expires each year. Elected Directors shall serve until the election and qualification of their respective successors, unless they sooner resign or are removed as herein provided. Any Elected Director who has completed his or her term may be elected to serve another term. At the expiration of a term of any Elected Director, the Elected Director's seat shall be appointed to the Board by vote of the Members of the Corporation, which election shall occur at the annual meeting of the Corporation.

(b) Ex Officio Directors. Upon the approval of an application for a charter school and the entry of a charter contract with an authorizer, the Board may establish service committees in the advancement of its mission and purpose. Each such committee shall be lead by a chairperson appointed by the Board and all such chairpersons of such committees shall serve as Ex Officio Directors, except if employed by the Corporation, for the period of time that they head such committee.

Section 3.04. Vacancies. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors be increased, or if the Members fail at any annual meeting to elect the full authorized number of Directors to be voted for at that meeting.

Vacancies in the Board may be filled or the number of Director seats may be reduced by a majority vote of the remaining Directors at any meeting, or by a sole remaining Director. Each Director so elected shall hold office for the remaining term of the vacating Director or, in the event of an increase to the authorized number of Directors, for a term set by the Board of three years or less to ensure that approximately one-third of the Elected Director seats are up for election each year. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 3.05. Place of Meeting. Meetings of the Board shall be held at any place which has been designated from time to time by resolution of the Board or, otherwise, by written consent of all members of the Board. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

Section 3.06. Annual Meeting. The annual meeting of the Board shall be held at a designated location the third Saturday of August of each calendar year, or on such other date within 60 days of such date as the Directors shall determine by resolution, for the purpose of electing new Elected Directors and for the transaction of such other business as may properly come before the meeting.

Section 3.07. Special and Other Meetings. Regular meetings of the Board may be scheduled by resolution of the Board at any meeting or may be called by written resolution of any three Directors. Special meetings of the Board may be called by the majority of the officers of the Corporation.

Section 3.08. Notice of Meetings. Notice of the time and place of any annual, regular, or special meeting of the Board and the nature of the business to be transacted in the case of any special meeting, except as herein otherwise provided, shall be given by or at the direction of the person or persons calling the meeting to all Directors by mailing the same not less than five business days nor more than thirty business days before the meeting to the email of record or the last known usual business or residence address of each Director. However, such notice shall not be required for the annual meeting if held at the location and on the date specified in sections 3.05 and 3.06, respectively and such notice otherwise may be waived by the written consent of all Directors or by the presence of all Directors at any meeting unless any Director protests the validity of such meeting for failure to provide notice prior to the Board conducting any business at such meeting. Any business may be transacted at any meeting of the Board.

Section 3.09. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, but shall be included in any minutes to the meeting adjourned and made available to absent Directors at least one business day prior to the adjourned meeting.

Section 3.10. Waiver of Notice. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice, and does not thereafter vote for or assent to action taken at the meeting. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.11. Quorum. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles of Incorporation.

Section 3.12. Adjournment. A quorum of the Directors may adjourn any Directors meeting to meet again at a stated day and hour or pursuant to another meeting as scheduled by resolution of the Board; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular or special meeting of the board.

Section 3.13. Fees and Compensation. Directors shall not receive any stated salary for their services as Directors and shall not be employees of the Corporation, but, by resolution of the Board, may receive reimbursement for expenses of attendance at each meeting. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, or otherwise, but any such service must be on a volunteer basis and not as an employee of the Corporation. For example, a member of the Board may serve as an Officer, but only on a volunteer basis. Any Director that is hired as an officer or employee of the Corporation shall resign from the Board effective not later than the day prior to the effective date of such hire and shall not vote on such hiring decision or otherwise participate in deliberations about such hiring decision, including the analysis of competing applicants, as of the time such Director submits an application for such position.

Section 3.14. Action Without Meeting. Any action required or permitted to be taken by the Board under any provision of the West Virginia Nonprofit Corporation Act and under these Bylaws may be taken without a meeting if all of the Directors of the Corporation shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 3.15. Meeting by Telecommunication. Members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or committee by any means of communication by which all persons participating in the meeting can hear each other during the meeting, and participation in a meeting under this Section shall constitute presence in person at the meeting.

Section 3.16. Removal of Directors Other Than by Expiration of Term. A Member of the Board may be removed by a two-thirds majority vote of all other Directors. A Member of the Board shall be removed for cause in the event that the Director is, or has been, convicted of a felony, a crime of moral turpitude, or a crime against children. In the event of a closure of a charter school authorized by this Corporation and following exhaustion of any appeal allowed under West Virginia Code § 18-5G-13 as amended, an authorizer may remove members of the Board in the manner set forth in West Virginia Code § 18-5G-10(k) as effective at such time.

ARTICLE IV OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a president, a vice-president, a secretary, and a treasurer. The Corporation may also have, at the discretion of the Board, a board chairperson, one or more additional vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 4.03. One person may hold two or more offices, except those of president and secretary.

Section 4.02. Election. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 4.03 or Section 4.05, shall be chosen annually by the Board, and each shall hold office until the officer shall die, resign or be removed or otherwise disqualified to serve, or the officer's successor shall be elected and qualified.

Section 4.03. Subordinate Officers, Etc. The Board may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board may from time to time determine.

Section 4.04. Removal and Resignation. Any officer may be removed, either with or without cause, in the ordinary course ("Ordinary Removal") by a majority vote of the Directors at the time in office, which Ordinary Removal can occur at any regular or special meeting of the Board, or by an officer upon whom such power of removal may be conferred by the Board. An Ordinary Removal will be effective as of the following annual meeting. Any officer may be removed, either with or without cause, effective immediately after the vote ("Extraordinary Removal") by a two-thirds majority vote of the Directors at the time in office at any regular or special meeting of the Board. The Board shall designate whether the removal is an Extraordinary Removal or an Ordinary Removal prior to the vote and an Ordinary Removal does not automatically become an Extraordinary Removal simply by virtue of a two thirds majority vote in favor of such removal.

Any officer may resign at any time by giving written notice to the Board or to the president, or to the secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, although officers are encouraged to remain in place until the following annual meeting. The acceptance of such resignation by the Board shall not be necessary to make it effective.

Any officer that is, or has been, convicted of a felony, a crime of moral turpitude, or a crime against children, shall be disqualified from the Board and immediately removed effective as of the date of any such conviction. Members of the Board shall consent to a background check prior to the initiation of each term.

An officer who is removed by a vote of the Board, disqualification, or who resigns shall also be removed as a Member on the effective date of such removal, disqualification or resignation.

Section 4.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 4.06. Chairperson of the Board. The chairperson of the board, if there shall be such an officer, shall, if present, preside at all meetings of the Board, and exercise and perform such other powers and duties as may be assigned to the chairperson from time to time by the Board or prescribed by the Bylaws.

Section 4.07. President. Subject to such supervisory powers, if any, as may be given by the Board to the chairman of the board, the president shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the Corporation. The president shall preside at all meetings of the Directors in the absence of the chairman of the board, or if there be none, at all meetings of the Board. The president shall be an ex officio member of all the standing committees, except the audit committee, and shall have the general powers and duties of management usually vested in the office of the president of a Corporation and shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

Section 4.08. Vice-President. The Board may appoint one or more Vice Presidents of the Corporation, but shall not be required to do so. In the absence or disability of the president, the vice-presidents in order of their rank as fixed by the Board, or if not ranked, the vice-president designated by the Board, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board or the Bylaws.

Section 4.09. Secretary. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings.

The secretary shall give, or cause to be given, notice of all of the meetings of the Board required by the Bylaws or by law to be given (provided, however, that in the event of the absence or disability of the secretary, such notice may be given by any other officer of the Corporation), and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 4.10. Treasurer. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, and shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board or, in the absence of such designation, as may be selected by the treasurer. The Treasurer shall receive and keep account of all fees, monies and dues belonging to the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, or the president or vice-president, shall make, sign and endorse in the name of the Corporation all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of such under the direction of the Board, the president and/or the vice-president, shall render to the president, vice-president and Directors, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

ARTICLE V MEMBERS

Section 5.01. Powers. The Corporation shall have no stock, however the Corporation shall have Members with the rights and obligations as stated in these Bylaws and subject to any limitations of the Articles of Incorporation, the West Virginia Non-Profit Corporation Act, and the requirements for qualification as an exempt organization under the Internal Revenue Code § 501(c)(3) as amended or supplemented (or a corresponding section of any future tax code).

Section 5.02. Appointment. The members of the corporation at all times shall include: (i) all individuals on the Board, and (ii) all Corporate officers. After a charter school is open the members of the corporation may also include, as authorized by resolution of the Board: (i) up to three full-time employees who are not officers, and (ii) up to three parents of students enrolled in the charter school who are not Officers, Directors, or full-time employees. Employee and parent members shall be appointed by vote of the existing members of the Corporation at an annual meeting of the Corporation and shall serve for a term of not more than three years, which terms shall be staggered in a manner similar to the terms of the Board. Individuals on the Board and officers shall serve as members of the corporation by virtue of their office and for the period of time that such individuals serve as members of the Board and/or officers. Any vacancy that arises with respect to the total authorized Members, whether due to a Member's death, resignation, change of employment status, or any other reason, shall not be filled until the following annual meeting.

Section 5.03. Rights and Duties of Members. Members shall be entitled to vote to appoint seats on the Board at the annual meeting as more particularly described in Section 3.03 and to

vote to appoint new members that are non-officer employees and parents of students enrolled in the charter school. Members also may be delegated certain other responsibilities as deemed appropriate by the Board from time to time and in its sole discretion.

ARTICLE VI MISCELLANEOUS

Section 6.01. Inspection of Corporate Records. Subject to additional required disclosures in Section 6.06 below, the books of account, bylaws, and minutes of proceedings of the Board and of executive committees of Directors shall be open to inspection upon the written demand of any Director at any reasonable time, and for a purpose reasonably related to the Director's interest. Such inspection may be made in person or by agent or attorney, and shall include the right to make extracts. Demand of inspection shall be made in writing upon the president, secretary, or assistant secretary of the Corporation.

Section 6.02. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by the treasurer and/or by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 6.03. Contract, Etc., How Executed. The Board, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 6.04. Inspection of Bylaws. The Corporation shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 6.05. Notices by Mail. Notice by mail shall be made either by U.S. Mail to the mailing address of record or by electronic mail to the email address of record. Any individual or entity entitled to notice under these Bylaws shall keep the Corporation apprised of a current mailing address or email address, as the case may be.

Section 6.06. Required Disclosures. The Corporation shall comply with all disclosure laws and regulations under state and federal law applicable to charter schools including, but not limited to, the various disclosure requirements set forth in West Virginia Code § 18-5G-1 et seq.,

the Student Data Accessibility, Transparency and Accountability Act, provisions of West Virginia Code relating to freedom of information and open governmental proceedings.

ARTICLE VII
AMENDMENTS

Section 7.01. Power of Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of either a majority of all Directors then in office or by a 2/3rds majority vote of a quorum at any meeting of the Directors, except as otherwise provided by law or by the Articles of Incorporation.

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CERTIFICATE OF THE SECRETARY
OF
WEST VIRGINIA ACADEMY, LTD.

I, the undersigned, do hereby certify:

1. That I am the duly appointed and acting Secretary of West Virginia Academy, Ltd., a West Virginia non-profit corporation; and

2. That the foregoing Bylaws, comprising twelve (12) pages, constitute the Bylaws of said corporation as duly adopted by the Board thereof, at a meeting of the Directors duly held on the 31st day of January, 2020.

/s/ Heidi Treu _____
Heidi Treu
Secretary
West Virginia Academy, Ltd.