The Virginia School Consortium for Learning

BYLAWS
Amended August 8, 2018

ARTICLE I
MEMBERS

1.1 Classes and Qualifications of Members. The Corporation shall have one class of Members: The School Division Members consisting of local public school divisions (each a “School Division”).

1.2 Election and Removal of Members. A School Division Member shall cease to be a member if it fails to pay the annual dues established by the Executive Board when due. Dues are to be paid in full by October 1 of each year. Except as provided in a preceding sentence, the Members shall have the exclusive power to appoint and remove School Division Members by majority vote of the Members present at a meeting at which a quorum is present or by a majority of all Members voting by an electronic vote.

1.3 Membership Fees and Dues. The Executive Board shall, from time to time, establish membership fees and dues. Dues are to be paid no later than October 1 annually.

1.4 Rights and Obligations of Members. Each Member shall have representation through the Executive Board on all matters coming before the Members. Each Member shall also be entitled to participate in all events and receive all publications sponsored or produced by the Corporation.

1.5 Restrictions on Transfer. Memberships in the Corporation are not transferable. A Member may withdraw from the Corporation upon thirty (30) days written notice to the Executive Director. Member dues are non-refundable.
ARTICLE II
MEETINGS OF MEMBERS

2.1 Place and Time of Meetings. Regular and special meetings of the Members may be held at such place, either within or without the Commonwealth of Virginia, and at such time, as may be provided in the notice of the meeting and approved by the Chairman, Executive Director or the Executive Board. Members may attend meetings and vote electronically, if desired.

2.2 Annual Meeting. An annual member meeting of the Division Superintendents shall be held on a date designated by the Executive Board. If an Annual Membership Meeting of Division Superintendents is not held on the day designated, a substitute annual meeting shall be held as promptly thereafter as is practicable.

2.3 Special Meetings. Special meetings may be called by the Executive Director or the Executive Board and shall be called by the Secretary upon demand of Members constituting at least five percent (5%) of the membership or the Corporation. Only business within the purpose or purposes described in the notice for a special meeting of Members may be conducted at a special meeting.

2.4 Record Dates. The record date for determining Members entitled to demand a special meeting is the date the first Member signs the demand that the meeting be held. Except as is provided in the preceding paragraph, the Executive Board may fix, in advance, a record date to make a determination of Members for any purpose, such date to be not more than seventy (70) days before the meeting or action requiring a determination of Members. If no such date is set for any meeting of Members, the record date shall be the close of business on the day before the date on which the first notice of the meeting is given.
2.5 **Notice of Meetings.** Written notice stating the place, day, and hour of each
meeting of Executive Board members and, in case of a special meeting, the purpose or purposes
for which the meeting is called, shall be given not less than five (5) nor more than sixty (60) days
before the date of the meeting (except when a different time is required by law) to each
Executive Board member of record entitled to vote at such meeting.

2.6 **Waiver of Notice; Attendance at Meeting.** An Executive Board member may
waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after
the date and time of the meeting that is the subject of such notice. The waiver shall be in writing,
signed by the Executive Board member entitled to the notice, and delivered to the Secretary for
inclusion in the minutes or filing with the corporate records.

An Executive Board member’s attendance at a meeting waives objection to (i) lack of
notice or defective notice of the meeting, unless the Executive Board member at the beginning of
the meeting objects to holding the meeting or transacting business at the meeting, and (ii)
consideration of a particular matter at the meeting that is not within the purpose or purposes
described in the meeting notice, unless the Executive Board member objects to considering the
matter when it is presented.

2.7 **Quorum and Voting Requirements.** The Executive Board members holding a
majority of the votes entitled to be cast at any meeting shall constitute a quorum at such meeting.
The vote of a majority of the votes entitled to be cast by the Executive Board members present at
a meeting at which a quorum is present shall be necessary for the adoption of any matter voted
upon by the Executive Board members unless a greater proportion is required by law or these
Bylaws. Executive Board Members may attend meetings or vote electronically. Once an
Executive Board member is represented for any purpose at a meeting, the Executive Board
member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting. If a quorum is not present at any meeting of Executive Board members, a majority of the Executive Board members present may adjourn the meeting from time to time without further notice.

ARTICLE III
DIRECTORS

3.1 **General Powers.** The Corporation shall have an Executive Board. Subject to any limitation set forth in the Articles of Incorporation, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Executive Board, provided, the Members shall have the exclusive power to vote on electing, appointing, or removing Executive Board members and on implementing amendments to the Articles of Incorporation.

3.2 **Number.** The number of Executive Board members of the Corporation shall be no less than three (3) and no more than thirty-three (33). The number of Executive Board members may be increased or decreased from time to time. Each director shall serve for a term of one year or until a successor is appointed. For continuity purposes selected initial terms may be staggered. No individual shall be appointed as an Executive Board member without the individual’s prior consent.

3.3 **Election and Term.** Executive Board members shall be elected in the manner and for the term set forth in the Articles of Incorporation. No person shall be appointed as an Executive Board member without such person’s prior consent.

3.4 **Removal: Vacancies.** Each director may be removed, with or without cause, by the Member that appointed the director upon written notice to the Executive Director or the
Corporation. A vacancy on the Executive Board, including a vacancy resulting from the removal of an Executive Board member or an increase in the number of Executive Board members may be filled by the Member entitled to appoint the removed director or the Member whose admission to Membership resulted in the increase in the number of directors, as the case may be. The appointment of a successor director may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

3.5 **Annual and Regular Meetings.** An annual meeting of the Executive Board may be held for the purpose of electing officers and carrying on such other business as may properly come before the meeting. Such meeting shall be held at the place where the Members’ meeting was held. The Executive Board may also hold quarterly meetings, which shall be considered regular meetings. Regular meetings shall be held at such times and at such places, within or without the Commonwealth of Virginia, as the Executive Director of the Executive Board shall designate from time to time. If no place is designated, regular meetings shall be held at the principal office of the Corporation.

3.6 **Special Meetings.** Special meetings of the Executive Board may be called by the Executive Director or a majority of the Executive Board members of the Corporation and shall be held at such times and at such places, within or without the Commonwealth of Virginia, as the person or persons calling the meetings shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

3.7 **Notice of Meetings.** Notice of meetings of the Executive Board shall be given to each Executive Board member in person or delivered to the director’s residence or business address (or such other place as the director may have directed in writing) not less than twenty-
four (24) hours before the meeting by mail, messenger, telex, telegraph, electronic mail, or other means of written communication or by telephoning such notice to the Executive Board member. Any such notice shall set forth the time and place of the meeting and state the purpose for which it is called.

3.8 Waiver of Notice. An Executive Board member may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this Section 3.8, the waiver shall be in writing, signed by the Executive Board member entitled to the notice, and filed with the minutes or corporate records.

An Executive Board member's attendance at or participation in a meeting waives any required notice of meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.9 Quorum: Voting. A majority of the number of Executive Board members fixed in these Bylaws shall constitute a quorum for the transaction of business at a meeting of the Executive Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Executive Board. An Executive Board member who is present at a meeting when corporate action is taken is deemed to have assented to the action taken unless the director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

3.10 Telephonic and Electronic Meetings. All Executive Board members may participate in a regular or special meeting by, or conduct the meeting through the use of, any
means of communication by which all directors participating may simultaneously hear each other
during the meeting. An Executive Board member participating in a meeting by this means is
deemed to be present in person at the meeting.

3.11 **Action Without Meeting.** Action required or permitted to be taken at a meeting
may be taken without a meeting if the action is taken by all Executive Board members. The
action shall be evidenced by one or more written consents stating the action taken, signed by
each Executive Board member either before or after the action taken, and included in the minutes
or filed with the corporate records reflecting the action taken. Action taken under this Section
3.11 becomes effective when the last Executive Board member signs the consent unless the
consent specifies a different effective date, in which event the action taken is effective as of the
date specified therein provided the consent states the date of execution by each director. This
action may be taken by electronic means.

3.12 **Compensation.** No Executive Board member shall be entitled to any
compensation for his or her services as a committee member.
ARTICLE IV
COMMITTEES OF DIRECTORS

4.1 Steering Committee. A steering committee of instructional leaders will meet to
discuss instructional issues and challenges and matters related to professional development
offered by the organization. All members may have representation on the steering committee.

4.2 Committees. The Executive Board may create committees and may appoint
members of the Executive Board to serve on them. Each committee shall have two or more
members who serve at the pleasure of the Executive Board. The creation of a committee and
appointment of members to it shall be approved by a majority of the Executive Board members
in office when the action is taken.

4.3 Authority of Committees. To the extent specified by the Executive Board, each
committee may exercise the authority of the Executive Board, except that a committee may not
(i) approve or recommend to action that is required by law to be approved by the Executive
Board; (ii) fill vacancies on the Executive Board or on any of its committees; (iii) amend the
Articles of Incorporation; (iv) adopt, amend, or repeal these Bylaws; (v) approve a plan of
merger or consolidation; (vi) approve the sale, lease, or exchange, or the mortgage, pledge, or
other disposition of all, or substantially all, of the property and assets of the Corporation; or (vii)
approve revocation of voluntary dissolution proceedings.

4.4 Committee Meetings: Miscellaneous. The provisions of these Bylaws which
govern meetings, action without meetings, notice and waiver of notice, and quorum and voting
requirements of the Executive Board shall apply to other committees and their members as well.
ARTICLE V
OFFICERS

5.1 Officers and Executive Board. The officers of the Corporation shall be a Chairman, a Treasurer, and a Secretary, and in the discretion of the Executive Board, one or more Vice Chairmen and other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Corporation. Any two or more offices may be held by the same person. An Executive Board will assist the Executive Director in strategic direction. The Executive Board will be made up of eleven total members. The Executive Board will be made up of both superintendents (4 officers and 2 at-large superintendents) and (5) Steering Committee members. The effective dates of service on the Executive Board will be aligned to ensure continuity.

5.2 Election: Term. Officers and Executive Board members shall be elected at the Annual Membership meeting of Division Superintendents. They shall hold office, unless removed, until the next annual meeting or until their successors are elected. Any officer may resign at any time upon written notice to the Executive Board, and such resignation shall be effective when notice is delivered unless the notice specifies a later effective date.

5.3 Removal of Officers. The Executive Board may remove any officer or assistant officer at any time, with or without cause.

5.4 Duties of Officers. The Chairman shall be the Chief Executive Officer of the Corporation. The Executive Director and the other officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Executive Board.
ARTICLE VI
EMPLOYEES

6.1 Executive Director. The Corporation shall employ an Executive Director. The Executive Director shall be responsible for: holding meetings of Executive Board; reporting to the Executive Board and implementing policies approved by the Executive Board; preparing the annual budget for the Corporation; and supervising the Corporation’s staff and operations.

6.2 Administrative Coordinator. The Corporation shall employ an Administrative Coordinator. The Administrative Coordinator shall be responsible for all duties assigned by the Executive Director.

6.3 Financial Assistant. The Corporation shall employ a Financial Assistant. The Financial Assistant shall be responsible for: collecting, depositing, and disbursing funds; maintaining the Corporation’s financial accounts; providing clerical and technical assistant to the Executive Director and any other duties assigned by the Executive Director.

6.4 Additional Employees. The Corporation may employ such other managers and assistants as may be deemed necessary or advisable to carry on the business of the Corporation. Any two or more offices may be held by the same person.

6.5 Removal of Employees. The Executive Board may remove any employee at any time, with or without cause.

ARTICLE VII
CONFLICTS OF INTERESTS

7.1 Duty of Executive Board members, Officers, and Employees. The Executive Board members, officers, and employees of the Corporation shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings
with and on behalf of the Corporation, they are held to a strict rule of honest and sincere dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict of interests might arise between the Corporation’s interest and that of an Executive Board members, officer, or employee.

7.2 **Interest.** For purposes of this policy, a person shall be deemed to have an “interest” in a contract, transaction, or other arrangement, or in the same or related business as the Corporation, if the person is the party (or one of the parties) or is an Executive Board member, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Corporation. Relationships and dealings of the Corporation with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Corporation shall not constitute interests under this Article.

7.3 **Full Disclosure.** Any Executive Board member, officer, or employee having an interest in a contract, transaction, or arrangement presented to the Executive Board or a group thereof for consideration, authorization, approval, discussion, or ratification, shall make a prompt, full, and frank disclosure of his or her interest to the Executive Board at the first meeting in each year, or before the group takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might reasonably be construed to be adverse to or potentially adverse to the Corporation’s interest.

7.4 **Standards and Procedures.**

(a) The Executive Board shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist.
(b) The Executive Board may request the person to provide factual information regarding the potential or actual conflict of interests and such proposed contract, transaction, or arrangement.

(c) If deemed appropriate, the Executive Board may appoint a non-interests person or committee or subcommittee, respectively, to investigate alternatives to such proposed contract, transaction, or arrangement.

(d) If a conflict of interests is deemed to exist, the person having the conflict of interests shall not participate or attend, vote on, or use his or her personal influence in connection with, the discussions, deliberations, or vote with respect to, such contract, transaction, arrangement, or related matters affecting the Corporation.

(e) At any meeting of the Executive Board where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of directors who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.

(f) In order to approve such contract, transaction, or arrangement, the Executive Board must first find, by majority vote without counting the vote of the interested director or directors, that:

(i) the proposed contract, transaction, or arrangement is in the Corporation’s best interest and for its own benefit; and

(ii) the proposed contract, transaction, or arrangement is fair and reasonable to the Corporation.
(g) The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call) and, where applicable, the abstention from voting and participation, and that a quorum was present. The Corporation shall keep minutes of the discussions and deliberations as part of the minutes of the Corporation.

7.5 Corrective and Disciplinary Action. The violation of this Conflicts of Interests Policy is a serious matter and may constitute “cause” for removal or termination of an Executive Board member, officer, or employee.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

8.1 Fiscal Year. The fiscal year of the Corporation shall be determined in the discretion of the Executive Board

8.2 Robert’s Rules of Order. Except as specifically provided otherwise in the Articles of Incorporation or these Bylaws and to the extent not inconsistent with the Articles of Incorporation, these Bylaws, and policy adopted by the Executive Board, or the purposes of the Corporation, the rules contained in Robert’s Rules of Order Newly Revised shall govern the Corporation in all cases to which such rules are applicable.

8.3 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.
8.4 **Name Change.** The Virginia School – University Partnership to The Virginia School Consortium for Learning.

8.5 **Amendments.** Except as otherwise provided in these Bylaws of the Articles of Incorporation, the Bylaws may be amended or repealed, and new Bylaws may be made at any regular or special meeting of the Executive Board; provided no new Bylaw or amendment or repeal of a Bylaw affecting the voting rights of Executive Board members shall be effective until the a majority of the Executive Board members has approved the new or revised Bylaw or the repeal. Bylaws made by the Executive Board may be repealed or changed and new Bylaws may be made during the Annual Membership Meeting of Division Superintendents, and the Division Superintendents may prescribe that any Bylaw made by them shall not be altered, amended, or repealed by the Executive Board.

These bylaws were adopted by the vote of the Members present at a meeting at which a quorum was present and by proxy ballot on May 11, 2017.

(Seal) Roger D. Collins, Executive Director