

Explore@RC Governing Board Bylaws

Revised to reflect actions adopted at the January 22, 2026 governing board meeting and aligned to applicable Virginia lab school and FOIA requirements as of April 14, 2026.

Adopted by the Explore@RC Governing Board on January 22, 2026

Prepared as a clean revised version reflecting the meeting minutes and Virginia legal alignment review.

Note: This clean revision incorporates the changes referenced in the January 22, 2026 meeting minutes, including formatting corrections, clarification of audit language, clarification of the Executive Director evaluation process, and clarification of the officer appointment process.

ARTICLE I - GOVERNING BOARD

Section 1. Members.

The Explore@RC Governing Board (the "Governing Board") is the governing board for Explore@RC, an approved Virginia college partnership laboratory school. Consistent with Chapter 19.1 of Title 22.1 of the Code of Virginia, the Governing Board shall be under the control of Roanoke College, the institution of higher education that established Explore@RC, and the members of the Governing Board shall be selected by Roanoke College.

The Governing Board shall include representatives from Roanoke College, one representative from Old Dominion University, and one representative from each public-school division with which Explore@RC has a current memorandum of understanding to provide educational services. Additional members may be appointed to represent the community, business and industry, parents, students, or other constituent groups whose perspectives support the mission of Explore@RC. There shall be no less than five members or no more than 12 members at any one time.

The Executive Director, Student Success Coordinator, and other full-time Explore@RC employees may attend and participate as ex officio, non-voting members unless otherwise prohibited by these Bylaws.

Section 2. Qualification and Appointment of Members.

Voting members shall be identified through nomination by the relevant partner institution, school division, or constituency and formally appointed by Roanoke College. In making appointments, Roanoke College shall consider representation, expertise, continuity, and alignment with the mission and goals of Explore@RC. Ex officio members shall be designated by their employing institution or by school leadership, as applicable, and shall serve in a non-voting advisory capacity unless these Bylaws expressly provide otherwise.

Section 3. Powers.

The Governing Board shall exercise the powers and duties set forth in applicable law, the Explore@RC contract approved by the Virginia Board of Education, the approved lab school application, and these Bylaws. The Governing Board may perform such lawful acts as are proper and appropriate to promote the objectives and purposes of Explore@RC and may, by resolution, establish committees and delegate advisory responsibilities to them for specified periods of time.

Section 4. Term.

Voting members of the Governing Board shall serve two-year terms that run, to the extent practicable, with the Explore@RC fiscal year of July 1 through June 30. Members may be reappointed for successive terms. Nothing in these Bylaws creates an entitlement to reappointment. No member may serve more than 4 two-year consecutive terms.

Section 5. Resignation, Removal, and Vacancies.

A Governing Board member may resign by submitting written notice to the Chair. A voting member may be removed for cause by Roanoke College or by action of the Governing Board, subject to any applicable requirements in law, contract, or memorandum of understanding. Cause may include persistent nonattendance, failure to fulfill duties, conflict of interest that cannot be adequately managed, or conduct inconsistent with the mission or legal obligations of Explore@RC.

A vacancy shall be filled by Roanoke College after consultation with the partner institution, school division, or constituency associated with the vacant seat. A person appointed to fill a vacancy shall serve the remainder of the unexpired term.

Section 6. Regular Meetings.

Regular meetings of the Governing Board shall be held at least quarterly and at such other times as the Governing Board may determine. All meetings shall be noticed and conducted in accordance with the Virginia Freedom of Information Act. Meeting notices, agendas, agenda packets, and other materials furnished to members of the Governing Board shall be made available to the public as required by law.

Section 7. Special and Emergency Meetings.

Special or emergency meetings of the Governing Board may be called by the Chair for any lawful purpose. Written notice of such meeting shall state the time, place, and purpose of the meeting and shall comply with the Virginia Freedom of Information Act and any other applicable legal requirements.

Section 8. Remote Participation and All-Virtual Meetings.

The Governing Board may permit individual remote participation and may hold all-virtual public meetings only in the circumstances, and in the manner, authorized by the Virginia Freedom of Information Act. Before using remote participation or all-virtual meetings, the Governing Board shall adopt, at least annually and by recorded vote at a public meeting, a policy that is applied strictly and uniformly to the entire membership. The minutes shall reflect all information required by law regarding remote participation or all-virtual attendance.

Section 9. Quorum and Voting.

A majority of the voting members of the Governing Board shall constitute a quorum for the transaction of business. Except where a greater vote is required by law, contract, or these Bylaws, action shall be taken by a majority of the voting members present at a meeting at which a quorum is established.

Ex officio, non-voting members shall not be counted for purposes of quorum or voting. No proxy voting shall be permitted.

Section 10. Compensation and Reimbursement.

Governing Board members shall receive no compensation for their service as board members. Subject to the availability of funds and applicable grant, institutional, or state requirements, members may be reimbursed for approved out-of-pocket expenses incurred in connection with authorized board business upon submission of required documentation.

Section 11. Meeting Attendance.

Voting members are expected to attend all meetings of the Governing Board. A pattern of repeated unexcused absence may constitute cause for removal under Section 5 of this Article.

ARTICLE II - COMMITTEES

Section 1. Establishment.

The Governing Board may establish standing committees and ad hoc committees as it deems necessary for the effective governance of Explore@RC.

Section 2. Standing Committees.

Each standing committee shall have a charge approved by the Governing Board and reflected in board policy or board minutes. Standing committees are fact-finding, deliberative, and advisory to the Governing Board and shall not exercise legislative or administrative authority unless expressly authorized by law.

The Executive Director or the Executive Director's designee shall serve as an ex officio member of each standing committee, except when the committee is deliberating matters concerning the Executive Director's evaluation, compensation, contract, or other matters for which the Executive Director's participation would be inappropriate or legally restricted.

Standing committees shall conduct their work in accordance with the Virginia Freedom of Information Act to the extent applicable.

Section 3. Ad Hoc Committees.

Each ad hoc committee shall have a limited charge approved by the Governing Board, including the date on which the committee is to provide its final report and dissolve. Members of ad hoc committees may be drawn from Roanoke College, partnering institutions, school divisions, parents, students, community members, and other groups as deemed appropriate by the Governing Board.

Ad hoc committees shall consist of no fewer than three and no more than seven members unless the Governing Board approves otherwise. Governing Board members may serve as ex officio, non-voting liaisons to ad hoc committees when appropriate. Ad hoc committees shall conduct their work in accordance with the Virginia Freedom of Information Act to the extent applicable.

Section 4. Parent and Student Advisory Committee.

The Parent and Student Advisory Committee is a Committee made up of non-Governing Board members that shall serve as a consultative body to the Governing Board and shall offer feedback on student experience, family engagement, and community needs. The Committee shall consist of no more than four members: two parent representatives and two student representatives. Members shall be selected through an application or nomination process coordinated by school leadership.

Each member shall serve a one-year term and may be reappointed for one additional one-year term based on continuing interest and active participation. Student representatives must be enrolled in Explore@RC, be in good academic standing, and demonstrate leadership potential and a commitment to representing their peers. Parent representative must have a student enrolled in Explore@RC to serve. The Committee shall meet periodically during the academic year and may be invited to present recommendations or feedback to the Governing Board.

ARTICLE III - OFFICERS

Section 1. Officers.

The officers of the Governing Board shall be the Chair, Vice-Chair, Secretary, and Treasurer. The Governing Board may create additional officer positions if needed. No person may hold more than one office at the same time.

Section 2. Appointment and Term of Officers.

Officers shall be appointed by majority vote of the Governing Board unless these Bylaws specify the source of the appointment or designee status for a particular office. Officer appointments shall occur at a regular meeting and shall be recorded in the minutes. Officers shall serve two-year terms and may be reappointed.

The Chair and Treasurer shall be appointed from Roanoke College representatives. The Vice-Chair shall be appointed from representatives of the participating K-12 public-school divisions. The Secretary shall generally be an Explore@RC administrative staff member serving in a non-voting capacity.

Section 3. Duties of the Chair.

The Chair shall be a voting member of the Governing Board and shall preside at all meetings of the Governing Board, help set meeting agendas in coordination with the Executive Director, execute documents authorized by the Governing Board, and perform such other duties as are prescribed by law, these Bylaws, or the Governing Board.

Section 4. Duties of the Vice-Chair.

The Vice-Chair shall be a voting member of the Governing Board and shall perform duties delegated by the Chair or the Governing Board. In the absence or incapacity of the Chair, the Vice-Chair shall perform the duties of the Chair.

Section 5. Duties of the Secretary.

The Secretary shall be a non-voting officer unless separately appointed as a voting member of the Governing Board in another capacity. The Secretary shall issue required notices, maintain records of meetings, prepare or cause to be prepared the minutes of each meeting, maintain official board records, and perform such other duties as are assigned by the Governing Board or the Chair.

Section 6. Duties of the Treasurer.

The Treasurer shall be a non-voting officer unless separately appointed as a voting member of the Governing Board in another capacity. The Treasurer shall oversee the presentation and review of financial information concerning Explore@RC, including income, expenditures, grant funds, and other fiscal matters presented to the Governing Board. The Treasurer shall provide or coordinate regular financial updates to the Governing Board and help ensure that funds are managed in accordance with applicable law, grant terms, institutional requirements, and reporting obligations.

To maintain appropriate checks and balances, the Treasurer shall not be the Senior Director of Grants and Strategic Partnerships of Roanoke College if that position is directly responsible for grant administration for Explore@RC.

ARTICLE IV - EXECUTIVE DIRECTOR

Section 1. Role of the Executive Director.

The Executive Director is the chief administrative leader of Explore@RC and shall manage the day-to-day operations of the lab school, subject to the authority of Roanoke College, the approved contract with the Virginia Board of Education, and the oversight responsibilities of the Governing Board.

Section 2. Evaluation of the Executive Director.

The Executive Director is a full-time employee of Roanoke College and shall be evaluated by Roanoke College in accordance with the College's personnel policies and evaluation procedures. Nothing in these

Bylaws shall be interpreted to transfer employer authority from Roanoke College to the Governing Board. The Governing Board may provide feedback regarding the Executive Director's performance to the appropriate Roanoke College officials consistent with law and College policy.

ARTICLE V - FISCAL YEAR, RECORDS, AND AUDIT

Section 1. Fiscal Year.

The fiscal year of Explore@RC shall run from July 1 through June 30.

Section 2. Records and Minutes.

The Governing Board shall maintain minutes and other official records in accordance with the Virginia Freedom of Information Act, applicable records-retention requirements, and Roanoke College record-management practices to the extent not inconsistent with law.

Section 3. Financial Review and Audit.

The financial activity of Explore@RC shall be reviewed and reported in a manner consistent with the Explore@RC contract, applicable grant requirements, Roanoke College financial controls, and other applicable state and federal law. To the extent Explore@RC is included within Roanoke College's institutional audit, that audit may satisfy this requirement unless a separate audit, agreed-upon procedures engagement, or other financial review is required by law, grant condition, contract, or action of the Governing Board.

ARTICLE VI - AMENDMENTS

Section 1. Amendments.

These Bylaws may be amended at any regular meeting of the Governing Board or at any special meeting called for that purpose, provided that written notice of the proposed amendment is given to all Governing Board members and to the public as required by the Virginia Freedom of Information Act at least 10 days before the meeting at which the amendment will be considered. Adoption of an amendment requires the approval of a majority of the voting membership of the Governing Board.

Any amendment that materially affects the governance or operation of Explore@RC shall be implemented in a manner consistent with the Explore@RC contract and other applicable legal requirements. If an amendment would constitute a material revision to the terms of the Explore@RC contract, it shall also be subject to any approval required by the Virginia Board of Education under applicable law.

ARTICLE VII - DISSOLUTION

Section 1. Insolvency.

If Explore@RC becomes insolvent, all assets of Explore@RC, after satisfaction of lawful claims by creditors and grantors, shall be distributed by Roanoke College in accordance with applicable law, grant conditions, contractual obligations, and institutional policy.

Section 2. Voluntary Dissolution.

If Explore@RC dissolves for reasons other than insolvency, all assets of Explore@RC, after satisfaction of lawful claims by creditors and grantors, shall be distributed by Roanoke College in accordance with applicable law, grant conditions, contractual obligations, and institutional policy.

ARTICLE VIII - ADDITIONAL PROVISIONS

Section 1. Compliance with Law.

These Bylaws shall be interpreted and applied in a manner consistent with Chapter 19.1 of Title 22.1 of the Code of Virginia, the Virginia Freedom of Information Act, the Explore@RC contract approved by the Virginia Board of Education, and other applicable federal and state laws and regulations. Explore@RC remains subject to the Standards of Quality, Standards of Learning, Standards of Accreditation, and other requirements identified in applicable law or in its contract, except to the extent the school has been lawfully exempted.

Section 2. Indemnification.

To the fullest extent permitted by law and subject to applicable institutional authority, Roanoke College and the participating partner institutions may indemnify and hold harmless their respective appointed Governing Board members for actions taken in good faith, within the scope of their official authority, and in accordance with law.

Section 3. Insurance.

Roanoke College and the participating partner institutions may maintain liability insurance or other appropriate insurance coverage as necessary and prudent to protect against claims or losses arising out of the operations of Explore@RC and the service of Governing Board members, employees, and participating entities, subject to available coverage and applicable institutional authority.

Certification. These Bylaws are presented as a clean revised version of the bylaws adopted by the Explore@RC Governing Board at its January 22, 2026 meeting, incorporating the revisions described in the meeting minutes and additional clarifying language to reflect applicable Virginia legal requirements.