

**BYLAWS  
Of  
TRI-STATE HOMESCHOOL, INC.**

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**BYLAWS  
Of  
TRI-STATE HOMESCHOOL, INC.**

**ARTICLE I  
GENERAL**

**Section 1. Name.** The name of this non-profit corporation is Tri-State Homeschool, Inc. It is hereinafter referred to in these Bylaws as the Corporation.

**Section 2. Mission.** Tri-State Homeschool, Inc. is a Christian organization which exists to promote homeschooling and to provide support for families that homeschool.

**Section 3. Purpose of Bylaws.** These Bylaws serve as the governing document of the Corporation and are intended to supplement, but not replace, applicable federal and state laws, including the Delaware General Corporation Law, as amended (the "DGCL"), except as specifically provided herein.

**Section 4. Members.** The Corporation shall have members who shall have such rights and privileges as defined in Article V of these Bylaws. Notwithstanding anything contained in these Bylaws or the DGCL to the contrary, no member of the Corporation shall have any voting rights with respect to any matter. Any provision of law requiring notice to, or the vote, consent, or other action by members of the Corporation in connection with any matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board of Directors.

## **ARTICLE II BOARD OF DIRECTORS**

**Section 1. Scope of Powers.** The affairs, property and business of the corporation shall be managed by the Board of Directors. In addition to the powers and authority expressly conferred on them by the Articles of Incorporation and these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do such lawful acts as are not prohibited by law, the Articles of Incorporation or these Bylaws.

**Section 2. Number.** The Board of Directors shall consist of not less than four (4) nor more than twelve (12) members, as determined from time to time by the Directors.

**Section 3. Qualifications.** Up to one-third (1/3) of the Board may consist of Directors who are Honorary Members of the Corporation (as defined in Article V, Section 4b). All other Directors shall be General Members of the Corporation (as defined in Article V, Section 4a). In addition to meeting the membership requirement, each member of the Board of Directors shall be a Christian and shall be an individual of at least twenty-one years of age. Directors need not be residents of Delaware.

**Section 4. Election and Term.** Directors shall be elected by a two-thirds (2/3) vote of the current Board of Directors at its annual meeting. Except as otherwise provided in Section 5 or 6, Directors shall serve for a term of three years and until their successors shall have been duly elected and qualified, or until their earlier death, resignation or removal from office; provided however, in the event that the term of any Director of the Corporation shall expire without his being appointed for another term, no successor to such Director need be appointed so long as the total number of Directors does not fall below the minimum required number.

**Section 5. Division into Classes.** The Board of Directors shall be divided into three classes, which shall be as nearly equal in number as possible. The term of office of the first class of Directors shall expire at the first annual meeting after the initial division into classes, the term of office of the second class of Directors shall expire at the second annual meeting after the initial division into classes, and the term of office of the third class of Directors shall expire at the third annual meeting after the initial division into classes. Thereafter, at each annual meeting, the number of Directors equal to the class whose term has expired at the time of such meeting shall be elected to hold office until the third succeeding annual meeting.

**Section 6. Term Limit.** Notwithstanding the foregoing provisions, no Director shall serve more than six (6) consecutive years. At the expiration of six (6) consecutive years of service, said Director shall resign. A vacancy created by such resignation need not be filled so long as the total number of Directors does not fall below the minimum required number.

**Section 7. Compensation.** Directors shall receive no compensation for service on the Board. Membership dues for Directors shall be waived for the year(s) in which they are serving as Directors. Directors may be reimbursed for expenses incurred on behalf of the Corporation.

Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

**Section 8. Resignation.** Any Director may resign by giving written notice to the President, Vice President or the Secretary. The resignation shall be effective on receipt, unless the notice specifies a later time for the effective date of such resignation, or if the corporation would be left without the minimum number of duly elected Directors in which event the resignation shall be effective upon the election of a successor. If the resignation is effective at a future time, a successor may be elected before that time to take office when the resignation becomes effective.

**Section 9. Removal.** The Board of Directors may declare the position of a Director vacant and may remove such Director with or without cause by a vote of two-thirds (2/3) of the Board of Directors who are not the subject of the removal action. A Director may only be removed at a meeting of the Directors that has specifically been called for the purpose of removing the Director, and the notice of the meeting shall state that the removal of the Director is the purpose or one of the purposes for which the meeting was called.

**Section 10. Vacancies.** If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who may serve as a Director for the remainder of the applicable term.

**Section 11. Regular Meetings.** The Board of Directors shall provide the time and place, by resolution, whether within or without the State of Delaware, for the holding of the annual meeting of the Board and any other regular meetings of the Board. The Annual Meeting and Regular meetings may be held without notice unless any action to occur at such meeting requires written notice by these Bylaws or the Act. If written notice is required, notice of the meeting shall be provided no less than ten (10) days prior to such meeting.

**Section 12. Special Meetings.** Special meetings may be held if called by the President, Vice President, or by a majority of the voting Directors then in office, providing a minimum of seven (7) days have been given to notify all Directors. Special meetings of the Directors may be held at any place, within or without the State of Delaware.

**Section 13. Notice.** Whenever written notice is required to be given to a Director, it may be given to such Director either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by facsimile transmission or electronic transmission, to that Director's address (or facsimile number or e-mail address) supplied by that Director to the Corporation for the purpose of notice. If the notice is sent by first class or express mail, it shall be deemed to have been given to the Director entitled thereto when deposited in the United States mail or with the courier service for delivery to such Director or, in the case of facsimile or electronic transmission when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting, the general nature of the business to be transacted.

**Section 14. Waiver of Notice.** Any required notice may be waived by the written consent of the Director entitled to such notice either before or after the time for giving of notice, and attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**Section 15. Quorum.** The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 16. Manner of Acting and Voting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Each Director shall be entitled to one (1) vote.

**Section 17. Conduct of Meetings.** The President, or in his absence, the Vice President, and in their absence one of the Directors so designated by the Board of Directors shall preside at the meetings of the Board of Directors. The Secretary or, in the Secretary's absence, any person appointed by the presiding Director shall act as Secretary for meetings of the Board of Directors.

**Section 18. Participation in Meetings Other Than In Person.** Directors may participate in meetings of the Board of Directors through use of a conference telephone or similar communications equipment or technology, so long as all Directors participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum and in any vote.

**Section 19. Action Without a Meeting.** Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting provided all Directors individually or collectively consent in writing or by electronic transmission to such action, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board. Any certificate or other document filed under any provision of law which relates to action so taken will state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. The statement will be prima facie evidence of such authority.

**Section 20. Adjournment.** A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment.

### **ARTICLE III OFFICERS**

**Section 1. Officers.** The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may elect such other officers or agents, including a Chairman of the Board and an Executive Director, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2. Selection.** The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and has qualified.

**Section 3. President.** The President shall be the principal executive officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers and its personnel, consistent with policies established by the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted him by the Board of Directors.

**Section 4. Vice President.** The Vice President shall perform such duties as may be assigned by the President or the Board of Directors.

**Section 5. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, compliance with statutory reporting requirements, tax returns, and tax payments.

**Section 6. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records; keep a register of

the post office address and electronic mail address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 7. Assistant Treasurers and Secretaries.** The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or by the Secretary or by the President or by the Board of Directors.

**Section 8. Resignation.** Any officer may resign by giving written notice to the President, Vice President or the Secretary. The resignation shall be effective on receipt, unless the notice specifies a later time for the effective date of such resignation. A successor may be elected before that time to take office when the resignation becomes effective.

**Section 9. Removal.** Any officer may be removed by a majority vote of the Board whenever in its judgment the best interests of the Corporation would be served.

**Section 10. Vacancy.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.



## **ARTICLE IV COMMITTEES**

**Section 1. Standing Committees.** The Board of Directors may, from time to time, establish such committee(s) as the Board may determine. The resolution appointing such committees shall designate its purpose, authority, and functions. Each committee shall limit its activities to the accomplishment of the purpose for which it is appointed and, unless otherwise specified, shall have no power to act except to recommend action to the Board.

**Section 2. Committee Members.** Unless otherwise provided, a majority vote of the Board shall appoint the members of all committees of the Board. The Board, the President, or the majority of the committee members shall appoint the chairs thereof. Each member of a committee shall hold office until the term for which he was appointed expires and until his successor is appointed and qualified, unless he shall sooner resign or be removed.

**Section 3. Resignation, Removal, Vacancies.** Any member of any committee may resign at any time by giving written notice to the President or the Secretary of the Corporation. Any member of a committee may be removed at any time by a majority vote of the Board of Directors without assigning any cause. Any vacancy occurring in the membership of any committee and any membership to be filled by reason of an increase in the number of committee members shall be filled by a majority vote of the Board.

**Section 4. Meeting.** All committees shall meet at places, dates, and hours selected by each committee. Special meetings may be called by the Board, the President or the chair of the committee when necessary. The chair of each committee shall preside at meetings thereof, unless otherwise provided. Each committee shall appoint a secretary. Minutes of all committee meetings shall be accurately kept by the secretary of the committee so appointed or designated as such by the chair of the committee and shall be submitted to the Secretary of the Corporation. In the absence of the chair, a temporary chair shall be appointed by the Board, the President, or a majority of the committee members.

**Section 5. Notice.** Written notice of committee meetings stating the place, date, and hour shall be given to committee members, under the direction of the committee secretary. Such notice shall be emailed at least two (2) days prior to any meeting or shall be mailed at least five (5) business days prior to any meeting. Alternatively, notice may be given by telephone at least two (2) days prior to any meeting. Notice may be waived by a committee member in writing or by attendance at the meeting without protesting the lack of notice.

**Section 6. Quorum.** At a committee meeting, a quorum for the transaction of any business shall be a majority of the members of the committee. Action by a majority of those present shall constitute lawful action of a committee. Committee members may participate in a meeting of the committee by means of a telephone conference or similar equipment through which all persons can hear each other, and participation at a meeting in this manner constitutes presence in person at the meeting.

## **ARTICLE V MEMBERS**

**Section 1. Members.** The Corporation shall have members.

**Section 2. Voting.** Notwithstanding anything contained in these Bylaws or the DGCL to the contrary, no member of the Corporation shall have any voting rights with respect to any matter.

**Section 3. Requirements of Membership.** Any person who desires to become a member:

- a) must understand that the Corporation is a Christian organization and therefore may only promote faith in Jesus Christ during participation in Tri-State Homeschool Inc. forums, activities and events;
- b) must be a parent, grandparent, or legal guardian who is currently providing or plans to provide a homeschool education;
- c) must pay membership dues annually, which will be such amount as is determined by the Board of Directors.

**Section 4. Types of Membership.** There shall be two categories of membership, the cost of which and rights for each category shall be from time-to-time determined by the Board of Directors.

- a. **General Membership.** A General Membership is open to any parent or legal guardian who is currently providing or plans to provide a homeschool education. Children of a member family may participate in activities and events of the Corporation in accordance with the Corporation's Eligibility and Benefits document. The Board may make exceptions on a case-by-case basis. In order to be included in the General Membership, payment of annual membership dues must be received each fiscal year. There is no proration of dues.
- b. **Honorary Membership.** An Honorary Membership may be granted by Board approval to those who desire to support the mission of the Corporation but who do not currently meet the criteria of Article V Section 4a for General Membership. Honorary members shall not be required to pay dues.

**Section 5. Resignation.** A member may at any time resign from his status as a member of the Corporation. Resignation shall take effect upon receipt by the Board of Directors of a written statement of resignation. No refund of membership dues shall be provided upon the resignation of a member.

**Section 6. Removal.** A member may be removed at any time for failing to pay the membership dues in full, for providing misleading membership information, or for not fulfilling the requirements of membership. No membership dues shall be refunded upon the removal of any member.

## **ARTICLE VI TRANSACTION OF BUSINESS**

**Section 1. Negotiable Instruments.** The President or Treasurer of the Corporation, or by such other person or persons as the Board may from time to time designate, shall have power to sign and endorse checks and other negotiable instruments for the Corporation.

**Section 2. Other Documents.** All contracts, deeds and other instruments shall be executed by the President, any Vice President or any such other person or persons as the Board may from time to time designate, and, if necessary, by the Secretary.

**Section 3. Financial Debt.** The Corporation shall not obtain a financial loan nor acquire debt to provide any benefit or program for the membership.

**Section 4. Required Books and Records.** The Corporation shall keep correct and complete books and records of accounts; and shall keep minutes of the proceedings of its meetings of the Board of Directors, and Committees having any authority so delegated from the Board of Directors; and shall keep at its principal office a record, giving the name and address of the Directors entitled to vote. All books and records of the corporation may be inspected by any Director, his agent or attorney for any proper purpose and at any reasonable time.

**Section 5. Reporting of Finances to Membership.** A financial report will be provided to the members annually.

**ARTICLE VII  
MISCELLANEOUS**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall be August 1<sup>st</sup> through July 31<sup>st</sup>.

**Section 2. Conflicts of Interest.** The Board of Directors shall adopt a Conflict of Interest Policy which shall be reviewed and signed by all Directors at least annually.

**Section 3. Headings.** In interpreting these Bylaws, the headings of articles shall not be controlling.

**Section 4. Singular and Plural; Use of Gender.** Whenever used herein, the singular shall include the plural, the plural the singular and the use of any gender shall be applicable to all genders.

**Section 5. Bond.** If required by the Board, any person shall give bond for the faithful discharge of his duty in such sums and with such sureties as the Board shall determine.

## **ARTICLE VIII INDEMNIFICATION**

Any present or former Director, officer, or employee of the Corporation; or other such persons so designated at the discretion of the Board of Directors; or the legal representative of such person shall be indemnified by the Corporation against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, or employee serving or having served the Corporation, except in relation to matters as to which he shall be found guilty of negligence or misconduct in respect of the matters in which indemnity is sought in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

## **ARTICLE IX AMENDMENTS**

**Section 1. Bylaws.** These Bylaws, or any part thereof, may be altered, amended or repealed by a majority vote of the Board of Directors at any regular meeting of the Board or at any special meeting called for that purpose.

**Section 2. Articles of Incorporation.** The Articles of Incorporation of the Corporation may be altered, amended, restated or repealed by the affirmative vote of a two-thirds (2/3) of the Board present at a meeting called for the purpose of considering and voting upon the proposed amendment. Upon adoption, a certificate of amendment shall be filed with the Secretary of State as provided by law.

## **ARTICLE X DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, the assets of the Corporation shall be distributed as set forth in the Articles of Incorporation of the Corporation.