

BYLAWS
OF
IMPACT HOME SCHOOL ASSOCIATION, INC.

ARTICLE I.

Name

The name of this corporation is IMPACT HOME SCHOOL ASSOCIATION, Inc. It is a Mississippi non-profit corporation.

ARTICLE II.

Purposes

The corporate purposes and powers are set out in the Articles of Incorporation and are intended to fulfill the mission of the Association to provide educational, social and spiritual growth opportunities in order to equip our children to be world changers.

ARTICLE III.

Offices

Section 1. Principal Office. The principal office of the corporation shall be at 1787 Wade Patrick Road, Braxton, Mississippi 39044 or such other place as the directors from time to time may select.

Section 2. Additional Offices. In addition to the principal office, the corporation may have such other offices as may be helpful or convenient to the corporation's operations.

ARTICLE IV.

Members

Section 1. General. The members of the corporation shall consist of families who (a) make application for membership in the association in the manner required by and subject to the

approval of the Steering Committee, and (b) pay all dues, fees or other charges and fulfill all other responsibilities that may be established as a condition of membership or imposed upon members from time to time by the Steering Committee. Members are not allowed to maintain membership in any other home school association. All classes of the Association shall be limited to association members. All other activities of the Association, including any limitations on participation in such activities, shall be governed by the Steering Committee.

Section 2. Term of Membership. Each member shall remain a member of the corporation until such time as he or she resigns, or until such time as he or she fails to meet the conditions of membership or shall be otherwise removed from membership as provided herein. All membership decisions will be made by the steering committee whose sole standard will be the best interests of the association.

Section 3. Termination. A membership may be terminated voluntarily at any time by the member family. However, the steering committee shall have discretion as to all questions regarding membership including that of involuntary terminations.

Section 4. Annual Meeting. An annual meeting of the members shall be held during each calendar year on a date and at a time and place to be designated by the Steering Committee for the purpose of the transaction of such other business as may come before the meeting.

Section 5. Special Meetings. Special meetings of the members may be called by the Director or by the Steering Committee for any purpose.

Section 6. Place of Meeting. The Director or the Steering Committee may designate any place in Rankin County, Mississippi or any other location for annual or special meetings.

Section 7. Notice of Meeting. Written notice stating the date, time and place of the meeting and in the case of a special meeting, stating the purpose thereon, shall be delivered not less than ten (10) days before the date of such meeting, either personally, electronically or by mail, to each member family of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his last known address, postage prepaid.

Section 8. Quorum. The presence of five member families of the corporation shall constitute a quorum at the meeting of the

members.

Section 9. Informal Action by Members. Any action required to be taken at a meeting of members or any other action which may be taken at the meeting of members may be taken with like effect without a meeting if a consent in writing setting forth the action so taken shall be signed by a representative of each member.

Section 10. Waivers. In lieu of any notice of meeting or place of meeting, such meeting may be held at any time and at any place upon the waiver of notice thereof by all of the members. The attendance of a member at any meeting shall be deemed a waiver of notice of said meeting unless his appearance at such meeting is made for the sole purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE V.

Steering Committee

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Steering Committee.

Section 2. Number, Tenure and Qualifications. The number of directors who shall be members of the corporation shall be five (5). Each director shall hold office until his successor is elected at the next annual meeting of the members. Ceasing to be a member of the corporation terminates the service of that member on the steering committee.

Section 3. Meetings. Meetings of the Steering Committee shall be held at least annually but may be held as often as the Steering Committee deems necessary.

Section 4. Notice. Notice of any special meeting shall be given at least three days before such meeting by written notice delivered personally, electronically or mailed to each director or by telegram.

Section 5. Quorum. The presence of any two (2) of the directors elected and then serving shall constitute a quorum for the transaction of business at any regular or special meeting.

Section 6. Informal Action by Board. Any action required to be taken at a meeting of the Board or any other action which may be taken at the meeting of the Board may be taken with like effect without a meeting if a consent in writing setting forth

the action so taken shall be signed by a representative of each Committee member.

ARTICLE VI.

Officer

Section 1. Officer. The only Officer of the Corporation shall be the Director of the Steering Committee.

Section 2. Election and Term of Office. The officer of the corporation shall be selected by the Steering Committee from its membership and shall be announced at the annual meeting of the Board of Directors. The Director shall hold office for one (1) year or until his successor shall have been selected by the Steering Committee.

Section 3. Vacancies. A vacancy in the office of Director which occurs for any reason shall be filled by a vote of the Steering Committee for the unexpired portion of the term.

Section 4. Director. The Director shall be the principal executive officer of the corporation and shall supervise and control all of its business and affairs in conjunction with the Steering Committee. She shall preside at all meetings of the Board and membership of the corporation.

ARTICLE VII.

Finances

Section 1. Contracts. The Director is authorized, with prior approval of the Board, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and to institute, join in, or become a party to any suit of law or in equity in which the corporation may have an interest. The Director of the corporation or authorized member of the Steering Committee may attest the signatures of such offices and affix the corporate seal, if any, to any such instrument; however, the presence of such attesting signature or corporate seal shall not be required for the validity of such instrument unless required by law.

Section 2. Loans. No loan shall be contracted on behalf

of the corporation and no evidence of indebtedness shall be issued in its name.

Section 3. Banking Transactions. All checks, drafts, or other orders for the payment of money issued in the name of the corporation shall be signed by the Director or other authorized member of the Steering Committee.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be, from time to time, deposited to the credit of the corporation in such banks, trust companies or other depositories as the Steering Committee may select.

Section 5. Fiscal Year. The fiscal year of the corporation shall be in conjunction with the designated school year of the Association.

Section 6. No Private Benefit. No part of the receipts or assets of the corporation shall ever inure to the benefit of any individual or private organization except for such organization which qualifies for income tax exemption under Section 501(c) of the Internal Revenue Code of 1986.

Section 7. Corporate Seal. The Steering Committee may provide a suitable corporate seal for use by the corporation, but no seal shall be necessary for the validity of any transaction except as may be required by law.

ARTICLE VIII.

Indemnification

Section 1. Right of Indemnification. Every person who is or was an officer or committee member of the corporation may be indemnified to the full extent permitted by law, for any liability and expense that may be incurred by such person in connection with or resulting from such person being or having been a director, trustee or officer of the corporation, or by reason of any action taken or not taken in such person's capacity as an office or committee member appointed to act for, in the interest of, or on behalf of the corporation.

Section 2. Advance of Expenses. Expenses incurred with respect to any claim, action, suit or proceeding of the character described in Section 1 may be advanced by the corporation prior to the final disposition thereof upon receipt of any undertaking by on or behalf of the recipient to repay such amount unless it shall ultimately be determined that such person is entitled to

indemnification under this Article.

Section 3. Rights of Indemnification Cumulative. The rights of indemnification provided herein shall be in addition to any rights to which any office or committee member may otherwise be entitled under any by-law, agreement, or otherwise, and shall be in addition to the power of the corporation to purchase and maintain insurance on behalf of any director, trustee, officer, employee or agent of the corporation against any liability asserted against such persons and incurred by such persons in the capacity, or arising out of such person's status as such, regardless of whether the corporation would have the power to indemnify such person against liability under this Article or otherwise.

ARTICLE IX.

Amendment

The Membership shall have the power to alter, amend or repeal these by-laws or adopt new by-laws by majority vote of all of Members with there being one vote per member family.