

BY-LAWS OF
LEARN HOME EDUCATION NETWORK
A MISSOURI NON-MEMBERSHIP NONPROFIT CORPORATION

2023

Article I Name, Location of Organization

Section 1. The name of this corporation shall be LEARN Home Education Network.

It shall be a nonprofit organization incorporated under the laws of the state of MISSOURI.

Section 2. The registered office location of LEARN Home Education Network shall be in the state of Missouri. The organization may have any number of offices at such places as the Board may determine.

Article II Corporate Purpose

Section 1. Nonprofit Purpose.

This corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose.

The organization is established for the following purposes:

- a. To provide education opportunities and secular support for individuals and families in Missouri and Kansas who educate their children at home.
- b. To provide an organization that takes no position on religion, partisan politics, and non-homeschooling issues.
- c. To provide a means of bringing together individuals and families for sharing resources of interest to those who educate their children at home.
- d. To provide an accurate portrayal of the diversity of homeschooling families that includes education philosophies and methodologies, family composition, economic status, sexual orientation, gender expression, racial and cultural identity, and religious ideology.
- e. To monitor and share information regarding infringement by government to one's parental rights to teach their own children.

Section 3. Exemption Clarification.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of

the Internal Revenue Code of 1986 or the corresponding provision of any future United States law.

Section 4. Prohibition Against Private Inurement of Income.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private persons; provided, however, the Corporation shall be authorized to pay reasonable compensation for services rendered. This Corporation shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members.

Section 5. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying and making provision for the payment of all the liabilities of the Corporation, dispose of its remaining assets in accordance with state law and Article VI of the Articles of Incorporation.

Article II Statement of Non-Discrimination

LEARN Home Education Network does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. We are committed to providing an inclusive and welcoming environment for all participants.

Article III Offices

Section 1. Principal Office. The principal office and place of business of the Corporation shall be 11408 Holly Court, Kansas City, Missouri, 64114, or at such other place in Missouri as may be designated from time to time by the Board of Directors.

Section 2. Registered Office and Registered Agent. The registered office shall be located at 11408 Holly Court, Kansas City, Missouri, 64114, and the name of the initial registered agent at that address is Jessica Mattingly, unless otherwise established by the Board of Directors.

Article IV Membership

Section 1. No Membership Classes. The Corporation shall have no members who have any right to vote or title or interest in or to the Corporation, its properties or franchises.

Section 2. Non-Voting Affiliates. The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board, a designated committee of the Board, or any duly elected Officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no

voting rights, and are not members of the corporation.

Section 3. Dues.

Any dues for affiliates shall be determined by the Board of Directors. Criteria for dues waivers will be determined by the Board.

Article V Board of Directors

Section 1. Management and Number. The business of the corporation will be managed by the Board of Directors, composed of at least three Directors. The Board is responsible for maintaining the overall policy and direction of the organization.

Section 2. Meetings. The Board shall meet at least four times per year at an agreed upon time and location. Unless a Director is taking a sabbatical year, Directors shall not miss more than 25% of meetings per year.

Section 3. Election and Terms of Office.

A. Founding Directors: LEARN Home Education Network shall be incorporated with three Founding Directors with voting privileges and one Emeritus Founding Director without voting privileges. The Founding Directors may serve until the year in which their youngest homeschooling child is 16 years old at the beginning of the fiscal year. Founding Directors may step down prior to this time and may return as Emeritus Founding Directors without voting privileges thereafter. Founding Directors may take a sabbatical year once every four years.

B. Directors: The remainder of the Directors shall serve a three-year term. At the end of the three-year term, Directors shall take a minimum of a one-year break before re-applying to serve as a Director. All Board Directors shall apply and be elected by the incumbent Directors. Notwithstanding the foregoing, each Director shall hold office until he or she resigns, is removed, or until his or her successor is elected and qualifies as a Director. Subject to a unanimous vote, the Board of Directors reserves the right to extend a Director's term for a period of time determined as necessary, based on the organization's need.

a. Qualification: Directors shall be current home educators, in good standing (i.e., fully paid or having qualified for a scholarship in lieu of payment), and active in LEARN Home Education Network for a minimum of two years prior to holding office. The Board reserves the right to make an exception to this period after a ten day notification to the current board and passage of the exception with a super majority of directors with voting rights. Directors shall be committed to secular home education and willing to fulfill the duties of a Director and sign the Director Code of Conduct Agreement. To be elected, a Director's youngest homeschooling child shall be no more than 13 years of age at the beginning of the academic year in the year the member is applying to serve. No two Directors shall be members of the same immediate family. Directors shall be of the

requisite age of majority as determined by the state of Missouri.

Section 4. Compensation. Directors shall serve without compensation for services as a member of the Board, except that by resolution of the Board, Directors may be reimbursed for expenses incurred on behalf of the corporation.

Section 5. Responsibility. The responsibilities of the Board of Directors shall be:

- a. To define the organizational goals and to make major policy decisions.
- b. Meet at such times and places as required by these Bylaws.
- c. To provide for the financial needs of the organization.

Section 6. Quorum and Voting. A quorum will be constituted by two-thirds of the number of Directors in office immediately before a meeting begins, but never less than two Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present and the only motion which shall be entertained at such meeting is a motion to adjourn.

Section 7. Resignation. A Board Director's absence for more than 25% of scheduled Board Meetings may be considered and accepted as a resignation of the absentee by the remaining Board Directors.

Section 8. Vacancies. Vacancies on the Board of Directors shall exist (1) on the death, resignation, disqualification or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Vacancies on the Board are to be filled by election by the Board of Directors. A Director elected to fill a vacancy on the Board shall serve until the expiration of the term assumed or until their death, resignation, or removal from the Board of Directors.

Section 9. Removal. Directors may be removed from office, with or without cause, by a majority vote of the Board of Directors, or as permitted by and in accordance with the laws of this state.

Section 10. Consent Action. Any action that is required to be or may be taken at a meeting of the Board of Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the Directors. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held, and may be stated as such in any certificate or document filed under the Missouri Non-Profit Corporation Act. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors.

Section 11. Voting. If any decision requires a vote, except where otherwise required by law, the articles, or these bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

Section 12. Liability. The Directors shall not be personally liable for the debts, liabilities, or other

obligations of the corporation.

Section 13. Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article VI Officers

Section 1. Officers. The officers shall be a President, Secretary, and Treasurer, who shall be Directors of the Board. Candidates for officers shall be Directors on the Board for a minimum of one year prior to being elected to the office. Officers shall hold office for a minimum of one year beginning at the end of the Board Meeting at which they are elected and continuing until a successor is elected. The Board reserves the right to make an exception to this period after a ten day notification to the current board and passage of the exception with a super majority of directors with voting rights.

Section 2. Election and Terms. All officers shall be elected by the Board of Directors, and each officer shall hold office until the end of the officer's term or until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 3. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Presidency, a Special Board meeting shall be called so that such vacancy may be filled. If a vacancy occurs in the Presidency, the Secretary shall succeed to President.

Section 4. Duties of Officers. The officers of the Corporation shall have the following duties:

President

The President shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall preside as chair at all meetings of the Board of Directors and shall oversee the long-term goals and strategies of the corporation.

Secretary

The Secretary shall be responsible for maintaining minutes of the Board of Directors meetings, and shall give notices, prepare any necessary certified copies of corporate records, and keep all non-fiscal records of the corporation. The Secretary shall be both recording and corresponding officer, and perform such other

duties as may be determined from time to time by the Board of Directors.

Treasurer

The Treasurer shall be custodian of all funds and properties belonging to the corporation, receiving and keeping the monies of the corporation and disbursing funds as authorized. The Treasurer shall review the financial reports monthly and present a statement of account at each Board Meeting and a complete accounting at mid-year and at the end of the fiscal year. The Treasurer shall perform other such duties as may be determined by the Board of Directors. Any expenditure over \$200 must be approved by majority approval of the Board of Directors at which a quorum is present.

Article VII Meetings

Section 1. Regular Meetings. The Board of Directors shall hold its meetings at such times and places as a majority of the Directors in office determine but at least four times per year. Directors of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as Directors participating in such meeting can communicate with one another. Directors of the Board may vote by e-mail, text or other electronic means.

Section 2. Special Meetings. Special meetings of the Board may be called by the President, the Treasurer, the Secretary, or by any two Directors. Notice of special meetings shall be given by the Secretary of the Corporation to each Director at least one week in advance of any such meeting; such notice may be oral or written, may be given personally, by first class mail, by telephone, by electronic mail, texting, messaging, or by whatever means agreed upon by the Directors, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 3. Conduct of Meetings. The President of the Corporation or, in his or her absence, the Treasurer of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present, in person or by proxy, at the meeting shall preside over meetings of the Board. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Chairperson shall appoint another person to act as secretary of the meeting. Meetings may be conducted in an informal manner.

Section 4. Board Action. 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 is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 5. Waiver. Meetings of the Board of Directors may be held at any time without notice if all the Directors are present, or if those not present waive notice of the meeting in writing before or after the time of said meeting. Attendance of a Director at any meeting shall constitute a waiver of notice, 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.

Article VIII Administration

Section 1. Administration. The Board of Directors shall have the authority and be responsible for all services, programs, classes and all other activities of this Corporation and for the complete functioning of this corporation and implementation of the policies established by the Board of Directors.

Article IX Committees

Section 1. Committees. The Board shall have the right to form committees and appoint their membership. Committees shall be created by the Board as deemed necessary to promote the goal and carry on the work of the Corporation.

Section 2. Chairperson. As pertinent, the chairperson of each committee shall present a quarterly plan of work to the Board of Directors for approval. The chairperson of each committee shall be elected by the committee.

Section 3. Committee Limitations. No committee shall have any power to: fill vacancies on the Board, adopt, amend or repeal the by-laws, amend or repeal any resolution of the Board, or act on matters committed by the by-laws or resolution of the Board to another committee of the Board.

Article X Fiscal Operations

Section 1. Fiscal Year. The fiscal year shall be from September 1st through August 31st.

Section 2. Other Activities. Notwithstanding any other provisions of the articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any provision of any future United States Internal Revenue Law).

Section 3. Donations. The Board shall reserve the right, at its discretion, to refuse to accept donations that it determines not to be in the best interests of the Corporation.

Section 4. Annual Audit. The Board of Directors may commission an annual audit of the organization's financial records.

Section 5. Corporation Powers. This Corporation is authorized to accept, own, and dispose of real estate, money, all forms of security and other personal property through gifts, endowments, bequests or otherwise, without limitations, and to do all other things and have such other powers as may be necessary to carry out the purpose of the Corporation, not in violation of or inconsistent with the laws of the United States or the State of Missouri.

Article XI Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records. The Corporation shall make accessible at its principal office:

Minutes of all meetings of Directors and committees, indicating the time and place of such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open for inspection by Directors or Directors' agents or attorneys, at all reasonable times.

The Corporation shall also keep and make available for public inspection whatever records as are required to establish and maintain its tax-exempt status.

Section 2. Directors' Inspection Rights. Every Director or his or her agent or attorney shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of the Corporation as may be required under the Articles of Incorporation, or other provisions of the Bylaws or other law.

Article XII Amendment

Section 1. Amendment. The Board of Directors shall have the power to make, alter, amend, and repeal additional and supplementary Bylaws at any regular or special meeting of the Board of Directors subject to notice of the proposed amendment or repeal; provided, however, that no provision of these Bylaws may be altered, amended, or repealed to the extent the same is necessary to comply with any provision of the Internal Revenue Code. Such notice shall have been given to each member of the Board not less than ten days prior to the date of the meeting at which the same shall be acted upon, but such notice may be waived by the respective Directors. A written confirmation of any such amendment of the Bylaws shall be given to each Director within ten days after the date of such amendment by the Board.

Article XIII Indemnification

The Corporation shall, to the extent legally permissible under the laws of the State of Missouri and only to the extent that the status of the Corporation as an exempt organization is not affected thereby, indemnify any person which was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that they are or were a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other

enterprise, against expenses including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

The Corporation shall, to the extent legally permissible under the laws of the State of Missouri and only to the extent that the status of the Corporation as an exempt organization is not affected thereby, indemnify any person which was or is a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that they are or were a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation; except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Any indemnification by the Corporation, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard set forth in this Article XIII. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as herein authorized and as authorized by the laws of the State of Missouri.

The right of indemnification hereby provided shall not be exclusive of it affect any other rights to which any director or officer may be entitled by bylaw, agreement, vote of disinterested directors, or otherwise. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other

than directors or officers may be entitled to by bylaw, agreement, vote of disinterested directors, or otherwise. As used in this provision, the terms “directors” and “officers” include their respective heirs, executors, and administrators.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the corporation as director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article XIII of the laws of the State of Missouri.

Article XIV Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article XV Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.