

Bylaws for Arrows in the Woods Christian Homeschoolers

Article 1 – Name, Purpose, Location

Section 1 – The name of this organization shall be Arrows in the Woods Christian Homeschoolers. Arrows in the Woods Christian Homeschoolers, herein known as AITWCH, is organized exclusively for religious, charitable, and educational purposes as specified under Internal Revenue Code Section 501(c)(3).

Section 2- It is the intent and purpose of AITWCH:

- A. to support families who educate their children at home and the general support of homeschooling in a Christian worldview manner,
- B. to promote Christian communication and fellowship among our members,
- C. to provide supplemental educational experiences through field trips and activities, and
- D. to promote homeschooling in our community as an educational alternative.

Section 3 – The principal office location of AITWCH shall be in the home of the President. The principal mailing address shall be:

20365 Heritage Rd, Saint Robert, MO 65584

The organization may have any number of offices at such places as the Board may determine.

Article 2 – Membership

Section 1 – This organization will have voting members. The qualifications for membership are to pay all fees, agree to uphold the statement of faith while attending co-op related events, and agree to all other policies and procedures set forth by the organization.

Section 2- Memberships are from February 1st through January 31st of the following year. Memberships can begin at any time during the year but will always expire on January 31st of the following year.

Section 3 – Membership in AITWCH becomes effective upon the acknowledgement of the Statement of Faith, payment of annual dues, current background check, and by other guidelines set forth in the bylaws.

Section 4 – The Statement of Faith for Arrows in the Woods Christian Homeschoolers shall be: *I believe that the Bible is the inspired and infallible Word of God and constitutes His completed and final revelation to man. I support Biblical marriage as being between one man and one woman. I believe that God exists in three persons: God the Father, God the Son, and God the Holy Spirit. I believe that Jesus Christ was God in human flesh, being fully God and fully man, yet committed no sin. I believe that all have sinned and come short of the glory of God, and the central purpose of the incarnation of Jesus Christ was to pay the penalty for man's sin through His substitutionary death on the cross and*

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His resurrection from the dead in triumph over death and Satan. I believe salvation is a gift of God offered by his grace and mercy and that I have accepted that gift.

Section 5 – Members are entitled to attend all social events and field trips held by Arrows in the Woods Christian Homeschoolers Inc. Members are initially added to a Learning Day waitlist until space is available to fit the entire family. Members are invited to all open board meetings. Each family membership is entitled to a single vote on business of the Corporation consistent with its Bylaws at the annual meeting.

Article 3 – Meetings

Section 1 – The date, time, and place of the regular annual meeting shall be determined by the Board.

Section 2 – Regular meetings of the Board shall be held no less than quarterly; date, time, and location shall be designated by the Board President.

Section 3 – Special meetings may be called by any Board Member.

Section 4 – Notice of all Board meetings shall be provided to all voting Board Members by email or phone, at least 24 hours prior to the proposed meeting.

Section 5 – Unless providentially hindered, AITWCH shall hold a minimum of one meeting of the full membership each year.

Section 6 - Board Members may participate in a meeting using conference telephone or similar communications equipment, so long as members participating in such meetings can hear one another. Board Members may vote by e-mail, text, or other electronic means.

Article 4 – Board Members

Section 1 – The business of the organization shall be managed by a Board comprised of at least 4 Board Members: President, Vice President, Secretary, and Treasurer are the minimum required positions. The Board is responsible for maintaining the overall policy and direction of the organization. Board Members shall receive no compensation (other than reasonable expenses) for their service on the Board.

Section 2 – Qualifications of Leadership: All who serve in a leadership position must be considered a member in good standing with the organization by having all fees paid, attending learning days each session, and agreeing to uphold the standards of membership as outlined in the Expectations Policy and Statement of Faith.

Section 3 – Term: Initial term is 2 years and may be renewed each year after that if the Board Member is willing to continue. If another member is willing to serve in the position, then the Board may vote between the incumbent and the candidate.

Section 4 – Any Board Member found not to be in good standing may be removed from the Board by

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the majority vote of 51% of the total possible votes at any Board meeting. Removal of the Board Member must be identified as 'New Business' at least one week prior to the meeting or as soon as possible thereafter so that the Board Members have a chance to understand and pray over the situation. All Board Members must cast a vote, even if physically absent from the Board meeting.

Section 5 – Any Board Member may resign at any time by giving written notice to the Board.

Section 6 – In the event of a vacancy on the Board (including situations where the number of Board Members has been deemed necessary to increase), the existing Board Members shall fill the vacancy.

Section 7 – A Board Meeting must be attended by at least 4 Board Members before business can be transacted or motions made or passed. For serious business such as voting Board Members in, voting Board Members out, or amending bylaws, 51% of the total possible vote is required for the item to pass. All Board Members must cast a vote, even if physically absent from the Board meeting.

Section 8 - The Board shall hire and fix the compensation of any and all employees which they, on their discretion, may determine to be necessary for the conduct of the business of the organization.

Section 9 – The Board of AITWCH shall consist of President, Vice President, Secretary, Treasurer, Community Relations Director, Class Administrator, and Media Coordinator. Board Members may nominate candidates to fill Board positions. Board Members must have a majority vote to appoint a new Board Member. The Board may also create other Board positions as it deems necessary.

A. President

The President shall convene regularly scheduled Board Meetings and shall preside over or arrange for other members of the Board to preside over each meeting in the following order: Vice President, Secretary, and Treasurer. The President appoints Committee Chairs as necessary. The President will work alongside the Treasurer to confirm annual filing of federal taxes, nonprofit status, and state incorporation. The President will oversee the general operation of the organization as a whole and work with outside agencies as needed. The President will oversee all administrative access.

B. Vice President

The Vice President will chair committees on special subjects as designated by the Board. In addition, the Vice President will facilitate meetings in the absence of the President. The Vice President will manage the internal operations of the organization and communicate with the other Board Members as needed. The Vice President will monitor the organization finances as needed. The Vice President is responsible for the space for AITWCH learning days and ensuring the location adequately meets the needs and the safety of the members when utilizing said space.

C. Secretary

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Member, and assuring that corporate records are maintained. The Secretary will confirm annual filing of federal taxes, nonprofit status, and state incorporation paperwork.

D. Treasurer

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance

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Committee, lead in the preparation of the budget, help develop fundraising plans, and make financial information available to Board Members and the public.

E. Community Relations Director

The Community Relations Director (CRD) shall distribute public information about AITWCH to news organizations and throughout social media. The CRD shall promote activities and membership recruitment at designated times according to the Board. The CRD will head all community related activity and social committees.

F. Class Administrator

The Class Administrator shall coordinate and oversee the learning day schedule, rosters, registration, and oversee the waitlist. The Class Administrator will communicate with volunteer teachers as needed. The Class Administrator will work with the Treasurer in accounting for learning day fees and reimbursements as needed. The Class Administrator will work with the Vice President as needed to ensure adequate classroom and meeting space availability.

G. Media Coordinator

The Media Coordinator will maintain the social media presence for the organization. The Media Coordinator will oversee the email account, website, and new member approvals to the website and social media groups.

Article 5 – Committees

Section 1 – The Board may create committees as needed, such as fundraising, public relations, and program committees. The President shall appoint all committee chairs.

Section 2 – 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 6 - Indemnification

Section 1 – The organization shall indemnify any agent of the organization including Board Members, and/or Volunteers who was or is a party or is threatened to be made a party to any proceeding, administrative or investigative, as such a person was or is an authorized representative of the organization. This indemnification against expenses, judgments, fines, and amount paid in settlements actually or reasonably incurred by such a representative of the organization is contingent upon the determination that such person acted in good faith and in a manner he/she believed to be in, or not opposed to, the best interests of the organization. With respect to any criminal proceeding, indemnified persons shall have had no cause to believe that their conduct was unlawful.

Section 2 – To satisfy indemnification obligations the organization may maintain insurance, obtain a letter of credit, act as a self-insurer, create a reserve trust, cash collateral, enter into indemnification agreements, or use any other arrangement whatsoever in such amounts, at such costs, and upon other terms and conditions that the Board shall deem appropriate.

Section 3 – This indemnification shall be made only if the organization shall be advised by its Board Members acting:

- A. by a quorum consisting of Board Members who are not parties to such action or proceeding upon a finding that, or
- B. if a quorum is not obtainable with due diligence, upon the opinion in writing of legal counsel that the director or officer has met the foregoing applicable standard of conduct.
- C. if the foregoing determination is to be made by the Board Members, it may rely as to all questions of law, on the advice of independent legal counsel.

Article 7 – Amendments

Section 1 – These bylaws may be amended when deemed necessary by a majority vote of the Board Members. Proposed amendments must be submitted to the Secretary and President and sent along with regular Board meeting notices.

Article 8— Amendments to the Articles of Incorporation

Section 1-- This Cooperative reserves the right to amend or repeal, by the affirmative vote of a majority of the Board Members, any of the provisions contained in the Articles of Incorporation.

Article 9 – Dissolution

Section 1 -- In the event that the membership numbers of AITWCH fall below what is sufficient to provide financially and socially for the stated purposes, any Board Member may make a motion that the group dissolve.

- A. With simple majority approval of this motion, the Board shall call a business meeting which shall be advertised to all members for not less than 30 days. RSVPs shall be sought from the members to ensure that the interests of the membership who are not able to meet at the designated time, the Board shall make provision for absentee ballots.
- B. The motion to dissolve requires at least two-thirds majority of all those voting to pass. Should the motion pass, the intent to dissolve shall be published for a period of 30 days to all members and publicly as necessary to all persons or organizations to which AITWCH may have outstanding debts.
- C. At the end of the 30-day announcement of intent to dissolve, and after the Treasurer has paid all outstanding debts presented, all remaining assets shall be distributed as determined by the Board to one or more organizations that closely adhere to the purposes of AITWCH as stated in the Bylaws and Articles of Association.
- D. Board Members that move to dissolve shall be responsible for affecting the dissolution.
- E. The Treasurer shall be responsible for retaining the financial records for 5 years, after which time they may be discarded in a manner that protects the privacy of the membership.
- F. The duration of the corporate existence shall be perpetual. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local

government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 10 - Conflict of Interest

Section 1 – Whenever a Board Member has a financial or personal interest in any matter coming before the Board., 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.

Additional Provisions

- A. Upon the dissolution of AITWCH, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.
- B. AITWCH is organized exclusively for charitable, religious, and educational purposes, under section 501(c)(3) of the Internal Revenue Code. No part of the net earnings shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- C. No substantial part of the activities of AITWCH shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. Notwithstanding any other provision of this document, the organization 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, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.