

**Living Water Home Educators
a New Jersey nonprofit corporation**

AMENDED AND RESTATED BYLAWS

**ARTICLE I
NAME AND OFFICES**

1.1 Name. The name of the corporation shall be **Living Water Home Educators, a New Jersey non-profit corporation**, formed under and by virtue of Title 15A:2-8, the New Jersey Domestic Nonprofit Corporation Act, of the laws of the State of New Jersey (hereinafter called the “Corporation”)

1.2 Principal Office. The location of the principal office of the Corporation shall be 1371 Stokes Road, Medford, NJ 08055, or such other place as the Corporation’s Board of Trustees may from time to time determine.

**ARTICLE II
PURPOSE**

2.1 Purpose. The Corporation is organized and shall be operated exclusively to support home educators and for religious, charitable, social, literary and/or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter referred to as the “Code”), and the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon non-stock corporations in the State of New Jersey, including, but not limited to, the following:

(a) to distribute funds and make contributions to other organizations and individuals as part of its role in supporting home educators in New Jersey, within the meaning of Section 501(c)(3) of Code;

(b) to take by bequest, devise, gift, grant, purchase, lease or otherwise and to hold, manage and use for the purposes herein set forth, any property, real or personal, tangible or intangible, or any undivided interest therein; and to convey, sell or otherwise dispose of such property and to invest, reinvest and manage the same, including, but not limited to, the right to vote any stocks so held, in such manner as in the judgment of the Board of Trustees of the Corporation will best promote its purposes;

(c) to engage in any other religious, charitable, social, literary, or educational activity with the meaning of Section 501(c)(3) of the Code; and

(d) to do and perform all acts and things which are legitimate and are reasonably calculated to promote the interests of home educators and carry out the purposes of the Corporation.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c) of the Code.

ARTICLE III **BOARD OF TRUSTEES**

3.1 Responsibility of Trustees. The business, affairs and property of **Living Water Home Educators**, a New Jersey nonprofit corporation (hereinafter called the “Corporation”) shall be managed by the Trustees of the Corporation (hereinafter sometimes collectively called the “Board” or the “Trustees”). The Trustees shall have authority to make the final determination on all policies, budgetary matters and other significant activities related to the management of and operations of the Corporation. The Trustees shall, in addition to, and not in limitation of all of the general powers conferred upon them by law and necessary for or incidental to the management of the business, property and affairs of the Corporation, have the following powers:

- a. To select and remove any of the officers, agents or employees of the Corporation and to determine their respective duties, and to employ such persons for such duties as the Corporation may require;
- b. To create and/or appoint standing Committees and to determine their respective duties, subject to the provisions of these Bylaws; and
- c. To conduct, manage and control the affairs and business of the Corporation; and to make rules and regulations not inconsistent with law, with the Certificate of Incorporation, or with any other provision of these Bylaws.

3.2 Number and Qualification of Trustees.

- a. Number. The number of trustees shall at all times be no fewer than six (6) but may be increased to as many as twelve (12) by the Trustees from time to time.
- b. Qualifications. Each Trustee shall meet the qualifications as determined by the Board from time to time, which qualifications will include active or experienced in Christian home schooling, of good reputation and character and such other requirements as the Board shall establish from time to time. Married couples are encouraged, but not required, to serve together as Trustees and each member of such couple shall herself or himself be a Trustee.

3.3 Term and Appointment of Trustees.

a. Term of Trustees. The initial Trustees shall hold office for the period of time set forth in the Corporation's Certificate of Incorporation or until their successors have been appointed and qualified. At each annual meeting thereafter, with respect to any vacancies in the Board, the Board shall appoint Trustees to hold office for staggered terms of two (2) calendar years or until their successors have been appointed and qualified. Trustees shall be appointed solely from among persons nominated by the Nominating Committee. A Trustee may resign by written notice to the Board. Such resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified by the Trustee in the notice of resignation. The written acceptance of a resignation by the Board shall not be necessary to make it effective.

b. Vacancies. Any vacancy, however caused, occurring in the Board shall be filled by the majority vote of the remaining Trustees of the Board. A Trustee so appointed shall hold office for the balance of the unexpired term he or she has been appointed to fill, or until his or her successor shall have been appointed and qualified.

c. Increase in Number of Trustees. Any Trustee to be appointed by reason of an increase in the number of Trustees shall be appointed at an annual meeting of the Trustees or at a special meeting of Trustees called for that purpose.

d. Removal of Trustee. A Trustee of the Corporation may be removed with or without cause by the affirmative vote of two-thirds (2/3) of Trustees of the Board. Any Trustee who ceases to meet the qualifications of a Trustee of the Corporation as set forth in Subsection 1.2.b shall automatically and immediately be removed from the Board.

3.4 Meetings.

a. Initial Meeting of Board of Trustees. The first meeting of the Trustees shall be held at a time and place fixed by said Trustees for the organization of the Trustees and for the transaction of any other business as may conveniently and properly be brought before such meeting. No notice of such meeting to the Trustees shall be necessary to legally constitute such meeting, provided that a quorum of the newly-appointed Trustees shall be present.

b. Regular Meetings of Board of Trustees. Regular meetings of the Trustees may be held with or without notice and either within or without the State of New Jersey, at such times and places as the Trustees shall determine. There shall be at least two (2) regular meetings of the Trustees each year.

c. Special Meeting of the Board of Trustees. Special Meetings of the Trustees shall be held whenever called by the President or such other officer of the Corporation

upon forty-eight (48) hours notice of the date, time and place of the special meeting given to each Trustee personally, by mail, email (with confirmation of receipt) or telephone; special meetings shall be called upon the written request of four (4) or more Trustees.

d. Unanimous Written Consent. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Trustees or any committee thereof, may be taken without a meeting if, prior or subsequent to such action, all of the Trustees or of such committee, as the case may be, consent thereto in writing and such written consents are filed with the minutes of the proceedings of the Trustees or committee.

e. Notice. Notice of any meeting need not be given to any Trustee who signs a written waiver of notice, whether before or after the meeting. The attendance of any Trustee at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute an effective waiver of notice by him or her. Neither the business to be transacted at, nor the purpose of, any meeting of the Trustees need be specified in the notice of waiver of notice of such meeting.

f. Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Trustees who were absent at the time of the adjournment. Notice of an adjourned meeting need not be given to any Trustees who were present at the time of the adjournment only if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days in any one adjournment.

3.5 Voting and Quorum Requirements.

a. Two-Thirds of the Trustees then in office, or of any Committee thereof, shall constitute a quorum for the transaction of business.

b. A majority of the votes cast at any meeting of the Trustees, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless state law, the Certificate of Incorporation, or these Bylaws require or permit a different number.

3.6 Executive and Other Committees.

a. The Trustees, by resolution adopted by a majority of the Trustees, may designate from among the Board the following Committees:

(i) Executive Committee. An Executive Committee shall consist of the President, the Vice-President, the Secretary, the Treasurer and Trustees who shall be

appointed by the Trustees. The Executive Committee shall attend to the orderly administration of the Corporation in accordance with the directives and instructions of the Trustees.

(ii) Standing Committees. Standing Committees of this Corporation shall be advisory to the Trustees and shall be appointed by the President with the approval of the Trustees. A Trustee shall serve as the Chairperson of each Committee. All Committee persons shall serve only at the pleasure and continuing approval of the Trustees. The initial Standing Committees shall be as follows:

(A) The Operations Committee shall act in various areas of concern to the Corporation as directed by the President or the Trustees.

(B) The Nominating Committee shall act in various areas of concern to the Corporation as directed by the President or the Trustees, including, but not limited to recommendation to the Board of the names of persons to be submitted for election as Trustees.

3.7 Compensation. The Board of Trustees, by the affirmative vote of a majority of Trustees in office and irrespective of any personal interest of any of them, shall have no compensation for services to the Corporation as Trustees, Officers, employees or otherwise. The Trustees may authorize reimbursement of actual and necessary expenses incurred on behalf of the Corporation.

ARTICLE IV **OFFICERS**

4.1 Offices, Election, Term, Authority, Compensation.

a. The officers for the Corporation, who may also be Trustees, shall consist of a President, a Vice-President, a Treasurer and a Secretary, and such other assistant and subordinate officers as the Trustees may from time to time create. The officers shall be elected or appointed by the Trustees.

b. The officers shall be elected annually by the Trustees at their annual meeting. Each officer so elected shall hold office until the next annual meeting of the Trustees or until a successor is elected and has qualified, subject to earlier termination by removal or resignation. Any person may fill one or more offices.

c. All officers of the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws or any amendments hereto, or as may be determined by resolution of the Trustees not inconsistent with these Bylaws.

d. Officers may not receive compensation for services rendered as determined from time to time by the Trustees, who may also authorize reimbursement of actual and necessary expenses incurred on behalf of the Corporation.

4.2 Delegation of Duties. In the event of the absence of any officer of the Corporation, or for any other reason that may seem sufficient to the Trustees, the Trustees may, by a majority vote of the Trustees, delegate the powers and duties of such officer, temporarily, to any other officer, or to any Trustee.

4.3 Removal and Resignation of Officers; Filling of Vacancies.

a. Any officer elected or appointed by the Trustees may be removed by the Trustees with or without cause at any time by the vote of a majority of the Trustees then in office.

b. An officer may resign by written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

c. Any vacancy occurring among the officers, however caused, may be filled by election or appointment of another person by the Trustees for the unexpired term.

4.4 Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as follows:

a. **Co-Presidents or President.** The Corporation shall have a President or two co-Presidents. If the Corporation has co-Presidents, they shall be a man and woman married to each other and be qualified as a Trustee of the Corporation. (As used herein, "President" shall mean the President or the co-President, together, as the case may be.) President shall exercise such duties as customarily pertain to the office of President, and shall be responsible for the general and active management of the property, business and affairs of the Corporation, subject to the supervision and control of the Trustees and, if there be such, the Executive Committee. Furthermore, the President shall perform such other duties as may be prescribed by the Trustees, by the Executive Committee or by the Bylaws from time to time. The President shall preside at all meetings of the Trustees. At each annual meeting of the Trustees, the President shall present a report of the condition of the business of the Corporation. The President shall also call regular and special meetings of the Trustees in accordance with these Bylaws. Subject to the approval of the Trustees, the President shall employ and discharge all agents, employees and clerks of the Corporation other than the duly appointed officers. The President shall insure that the books, reports, statements and certificates required under all applicable federal, state and local laws are properly made, kept and filed. The President may sign all certificates, notes, checks, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer. The President shall enforce these Bylaws and perform all the duties incident to the position and office and which are required by law. He or she shall be an ex-officio member of all committees created herein or by the Trustees.

b. Vice-President. There shall be one or more Vice-Presidents who shall serve as assistants to the President and and, during, the absence or disability of the President, one such Vice-President shall have and perform all the powers and functions of the President and such other duties as the Trustees may prescribe. When so acting, he or she shall be responsible for all duties hereby given to or imposed upon the President. The Vice-President shall otherwise perform such duties as may be prescribed by the Trustees.

c. Secretary. The Secretary shall attend all meetings of the Trustees and shall record all votes and the minutes of all proceedings in the minute book of the Corporation. He or she shall cause notice to be given of meetings. The Secretary shall have custody of the corporate seal and shall affix same when authorized by the Trustees. The Secretary shall further be in general charge of the records, documents and papers of the Corporation not pertaining to the performance of the duties' vested in other officers. The Secretary shall keep the Corporation's books in the manner prescribed by law in order to show at all time the names of the Trustees, alphabetically arranged, their respective post office addresses, and the time when each became such a Trustee. The Secretary shall present to the Trustees, at their meetings, all communications addressed to him or her officially by the President or by any officer or Trustee of the Corporation. The Secretary shall attend to all correspondence and perform all of the duties incident to the office of Secretary and as required of him or her by the Trustees.

d. Treasurer. The Treasurer shall have the care and custody of and be responsible for all funds, securities and investments of the Corporation and shall deposit all such funds in the name of the Corporation in such banks or depositories as the Trustees may designate. As authorized by the President or the Trustees, the Treasurer may sign, make and endorse in the name of the Corporation all checks, drafts, warrants and orders for the payment of money and pay out and dispose of the same and give receipts therefor. Upon application by any Trustee of the Corporation, the Treasurer shall exhibit to such Trustee during business hours his or her books and accounts of the Corporation's financial affairs. The Treasurer shall render a statement of the financial condition of the Corporation at each regular meeting of the Trustees and at such times as shall be required of him or her. In addition, the Treasurer shall render a full financial report at the annual meeting of the Trustees. The Treasurer shall maintain at the office of the Corporation correct books of account of all the Corporation's business and transactions and such other books of account as the Trustees may require. The Treasurer shall be furnished by all corporate officers and agents at his or her request, with such reports and statements as he or she may require concerning all financial transactions of the Corporation. The Treasurer shall, if required by the Trustees, give to the Corporation such security for the faithful discharge of his or her duties as the Trustees may require. The Treasurer shall perform such other duties as are customarily incident to the office of Treasurer and as may be required of him or her by the Bylaws or assigned from time to time by the President or Trustees.

ARTICLE V **ADMINISTRATION**

5.1 Execution of Instruments. The Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose in any amount.

5.2 Checks and Notes. Except as otherwise specifically determined by resolution of the Trustees, as provided in Section 3.1 of this Article, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation shall be signed by any officer.

5.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Trustees may select.

5.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

5.5 Minutes of Meetings. The Corporation shall keep at its principal office, or at such other place as the Trustees may order, a book of minutes of all meetings of the Trustees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present and the proceedings thereof.

5.6 Books of Account. The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

5.7 Annual Report and Financial Statement. The Trustees shall require the preparation of a written annual report including a financial statement. Such report shall summarize the Corporation's activities for the preceding year and activities projected for the forthcoming year. The financial statement shall consist of a balance sheet as of the close of business of the Corporation's fiscal year, contain a summary of receipts and disbursements, be prepared in such manner and form as is sanctioned by sound accounting practices.

5.8 Outside Sponsorship; Use of Name. The Corporation shall not sponsor or lend its name to any outside activity unless approved by the Board, a member of the Board is active in such activity, and such member makes periodic reports to the Board.

ARTICLE VI **INDEMNIFICATION**

6.1 Right to Indemnification. In the absence of fraud or bad faith, the Trustees of the Corporation shall not be liable for its debts, obligations or liabilities and the Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, either civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Trustee or officer of the Corporation, is or was serving at the request of the Corporation as a member of any Committee of the Trustees, or is or was serving at the request of the Corporation as a Trustee or officer of another 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 to the extent that such person is not otherwise indemnified and the power to do so has been or may be granted by statute. For this purpose the Trustees may, and on request of any such person shall be required to, determine in each case whether or not the applicable standards in any such statute have been met, or such determination shall be made by independent legal counsel if the Trustees so direct or if the Trustees are not empowered by statute to make such determination.

6.2 Indemnification Not Exclusive. The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in his or her official capacity and as to action in another capacity while holding such office, under any Bylaw, agreement, vote of duly authorized Trustees or otherwise, and shall inure to the benefit of the heirs, executors and administrators of any such person.

6.3 Insurance and Other Indemnification. The Trustees shall have the power to (a) purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by statute, and (b) give other indemnification to the extent permitted by law.

6.4 Self-Dealing. Anything contained in this Article to the contrary notwithstanding, the Corporation shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1986, as amended.

ARTICLE VII
FORCE AND EFFECT OF BYLAWS

7.1 **Effective Date.** These Bylaws shall become effective immediately on their adoption.

7.2 **Certification and Inspection.** The original, or a copy, of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the Corporation shall be recorded and kept in a book which shall be kept in the principal office of the Corporation and be open to inspection at all reasonable times during normal business hours.

ARTICLE VIII
AMENDMENTS OF BYLAWS

8.1 **Amendment.** Amendments to these Bylaws shall become effective immediately on their adoption unless the Trustees, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

8.2 **Amendment and Repeal.** These Bylaws or any of them may be altered, amended or repealed, or new Bylaws may be made, upon notice of the proposed action being duly given, by the affirmative vote of two-thirds (2/3) of the Trustees present in person at any regular or special meeting, provided, however, that no amendment, alteration or repeal of any of these Bylaws, nor any amendment of the Certificate of Incorporation in the manner provided by law, shall alter the purpose of the Corporation to operate exclusively for the purposes set forth in Article THIRD of the Certificate of Incorporation.

ARTICLE IX
MISCELLANEOUS

9.1 **Seal.** The Trustees shall adopt a corporate seal which shall be in the form of a circle and bear the full name of the Corporation and the year of its incorporation.

9.2 **Fiscal Year.** The Trustees shall be authorized to fix, and from time to time, change the fiscal year of the Corporation. Said fiscal year shall, upon the organization of the Corporation be the calendar year, January 1 to December 31.

9.3 **References to Certificate of Incorporation.** References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes therein unless specifically excepted.

9.4 **Dissolution.** Upon dissolution of the Corporation, the assets of the Corporation shall be distributed as set forth in the Certificate of Incorporation.

9.5 Establishment of Racially Nondiscriminatory Policy. The Corporation shall adopt and at all times maintain a racially nondiscriminatory policy, as to students, in accordance with the requirements applicable to section 501(c)(3) organizations, as described in Internal Revenue Procedure 75-50, 1975-2 C.B. 587.

THESE AMENDED AND RESTATED BYLAWS WERE ADOPTED ON March 6, 2010

ATTEST:

, Secretary

, President