

Walking Wise Homeschool Co-op By-laws

Article 1 – Name, Purpose, Location

Section 1 – The name of this organization shall be Walking Wise Homeschool Co-op.

Section 2 – The mission of Walking Wise Homeschool Co-op is to provide academic and enrichment classes with a biblical world view. It is organized exclusively for educational, religious, and charitable purposes.

Section 3 – The registered office location of Walking Wise shall be 351 Beech Street NW, Norton VA, 24273.

Article 2 – Membership

Section 1 –

The organization will not have voting members. All decisions will be made by the Board of Directors.

Article 3 – Meetings

Section 1 – The date of the regular annual meeting shall be determined by the Board of Directors who will also set the time and place.

Section 2 – Regular meetings of the Board may be held at such place and time as shall be designated by the standing resolution of the Board.

Section 3 – Special meetings may be called by The Board Chair.

Section 4 – Notice of all meetings shall be provided to each members by email or text message at least one week prior to the meeting.

Section 5 - Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. Members of the Board may vote by e-mail, text or other electronic means.

Article 4 – Board of Directors

Section 1 – The business of the organization shall be managed by a Board of Directors comprised of at least five Board members. The Board is responsible for maintaining the overall policy and direction of the organization. The Board shall delegate responsibility of day-to-day operations to the Executive Director and appropriate committees. Board members shall receive no compensation (other than reasonable expenses) for their service on the Board.

Section 2 – The Board shall meet at least four times per year at an agreed upon time and location. Board members shall not miss more than two meeting(s) per year.

Section 3 – All Board members shall serve for two-year terms (*staggered terms are optional*) and can be eligible for re-election indefinitely.

Section 4 – Any Director may be removed from office without assigning any cause by the vote of the Board at any meeting of the Board.

Section 5 – Any Director may resign at any time by giving notice to the organization.

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 directors shall fill the vacancy.

Section 7 – A quorum must be attended by at least 50 percent of the Board members (or three Board members) before business can be transacted or motions made or passed.

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

Article 5 – Officers

Section 1 – The officers of the organization shall be President, Vice President, Secretary, and Treasurer. The Board of Directors shall appoint each of these officers. The Board may also appoint other officers it deems necessary.

Section 2 – The Board of Directors shall appoint officers for a term established by the Board.

Section 3 – Any officer may be removed from office without assigning any cause by the vote of the Board at any meeting of the Board.

Section 4 – Officers of the Board will not be compensated via salary or other benefits for their service as an officer of the Board.

Section 5 – Board Chair/President

The Chair shall convene regularly scheduled Board meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice Chair, Secretary and Treasurer.

Section 6 – Vice Chair

The Vice Chair will chair committees on special subjects as designated by the board. In addition, the Vice Chair will facilitate meetings in the absence of the Board Chair.

Section 7 – 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.

Section 8 – Treasurer

The Treasurer shall make a report at each Board meeting. The treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fund raising plans, and make financial information available to Board members and the public.

Article 6 – Committees

Section 1 – The Board may create committees as needed, such as fund raising, public relations, and program committees. The Board Chair 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 7 - Indemnification

Section 1 – The organization shall indemnify any agent of the organization including Directors and 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 of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under 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. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law, on the advice of independent legal counsel.

Article 8 – Amendments

Section 1 – These By-laws may be amended when deemed necessary by a 2/3 majority vote of the Board of Directors. Proposed amendments must be submitted to Board Chair and sent along with regular board meeting notices.

Additional Provisions.

a. Upon the dissolution of Walking Wise Homeschool Co-op, 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. Walking Wise Homeschool Co-op is organized exclusively for charitable, religious, educational, and/or scientific 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 Walking Wise Homeschool Co-op 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.

Some organizations chose to include a conflict of interest policy in their bylaws:

Conflict of Interest

Section 1 – 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.