

**BYLAWS OF
SONLIGHT CHRISTIAN ENRICHMENT CLASSES**

Article I – Name

The name of the organization shall be Sonlight Christian Enrichment Classes (“SCEC” or “Sonlight”).

Article II – Purpose

SCEC has been formed under the Texas Business Organizations Code (the “Law”) and is organized and operated for the purpose of establishing and maintaining a community of fellowship among its members to carry out social, recreational, and educational activities and for any other purposes within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions or provisions of any subsequent United States Internal Revenue law or laws (the “Code”). More specifically, and without limiting the foregoing, SCEC’s purpose is to provide enrichment classes for home schooling families in order to supplement their own schools. Such classes are parent taught and one parent must be present at the facility at all times that their children are attending classes. Classes may also include out-of-class assignments, field trips, and end-of-semester programs.

Article III – Membership

Section 1. Eligibility. Membership in SCEC is open to any home schooling family who agrees with the Statement of Faith put forth by SCEC, who agrees to comply with the Bylaws, Rules & Guidelines, and the direction of the Board of Directors, has paid the appropriate semester commitment fee, new family deposit (if applicable), has no outstanding financial obligations to SCEC, and holds one volunteer position within SCEC (as described below).

Parents are required to hold at least one volunteer position in which they have a specific responsibility. Positions are to be determined by the President and Coordinators at registration. Examples of volunteer positions to be held are teachers, cleaners, and Coordinators. There may be other positions assigned as deemed necessary by the Board of Directors.

Section 2. Membership Class, Privileges, and Obligations. SCEC shall offer family memberships to eligible home schooling families. A family membership entitles the parents to bring their own children or those related children (i.e. nieces, nephews, grandchildren, etc.) for which the adult is responsible Monday-Friday on a regular basis. The preceding sentence is not meant to exclude family guests who want to attend classes for one day and who have been pre-approved by the Director. Members are entitled to attend all meetings, functions and activities of SCEC, including Board meetings as a guest, except Executive Sessions of the Board. Members of SCEC shall not have any voting privileges on any matters related to SCEC, unless otherwise determined by the Board of SCEC. Members are responsible for their conduct and that of their children, related children, and guests at all SCEC activities.

Members should follow the Biblical model in resolving conflicts, as found in Matthew 18:15-17. Should a member be in disagreement with another member (or with the leadership of SCEC) the member should approach the individual (or board) with his/her concerns. If that is not effective, the member may ask the SCEC Board of Directors to assist in resolving the conflict by mediating or by acting as witnesses in the conflict. Our aim is for peace among our membership, and we expect that all members will "make every effort to live in peace with all." Hebrews 12:14

Section 3. Fees. Semester fees or other amounts to be paid by members shall be established by the Board each semester based upon the consideration of SCEC's rental of facilities, administrative and supply costs, insurance and class fees. The membership year shall be for a period of twelve months, but members renew their commitment each semester.

Section 4. Expulsion. A family's membership can be revoked for cause by a majority vote of the Board of Directors for those who cease to agree with the Statement of Faith, abide by the Rules & Guidelines or these Bylaws, in some way harm the reputation of SCEC, or for any offense deemed sufficient for expulsion. The member must be notified in advance by the President and afforded an opportunity to refute any charges. Termination of membership does not entitle individuals to a refund of commitment fees or class registration fees, but other financial settlements can be made based on the cost to SCEC and approval of the Board of Directors.

Article IV – Board of Directors

Section 1. Power of Board and Qualifications of Directors. Subject to the provisions and limitations of the Law, the business and affairs of SCEC shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. Directors need not be residents of the State of Texas. One or more persons may be ex-officio members of the Board.

All Board Members, in order to qualify as a Director or Officer of SCEC, shall meet the following qualifications:

1. Profess Jesus Christ as Lord and Savior;
2. Active in a local church body;
3. Home schooling at least one full academic year;
4. Currently active participant in SCEC;
5. Show qualifications of responsible leadership and display the fruit of the Spirit: love, joy, peace, patience, kindness, goodness, faithfulness, gentleness and self-control;
6. Able to manage his/her own family well;
7. Not a recent convert;
8. Have a good reputation.

Section 2. Number of Directors. The Board of Directors shall consist of such number of Directors as shall be determined from time to time by resolution of the Board of Directors; provided, that at no time shall the number of Directors be less than three (3), and no decrease in number shall have the effect of shortening the term of any incumbent Director.

Section 3. Election and Term of Directors. At each annual meeting of the Board of Directors, the directors then in office shall elect directors to fill vacancies created by directors whose terms expire as of such meeting.

The term of office for a director shall be one (1) year. Each director shall hold office until expiration of the term for which appointed and until a successor has been elected and qualified, or until removed from the position of director as described below. Directors may serve any number of consecutive terms.

Section 4. Newly Created Directorships and Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, even if such majority is less than a quorum of the Board, either at the annual meeting of the Board or at a special meeting called for that purpose. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of directors called for that purpose.

Section 5. Removal of Directors. Any one or more of the directors may be removed with or without cause at any time by unanimous action of the Board of Directors, provided there is a quorum present. A director may be removed if he or she misses more than three (3) Board meetings. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 6. Resignations. Any director may resign at any time by delivering written notice to the President, the Secretary, or the Board of Directors. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

Section 7. Quorum of Directors and Action by Board. Presence of a majority of the directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws.

Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Certificate of Formation, these Bylaws, or the Law. Directors may not vote by proxy.

A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Certificate of Formation, these Bylaws or the Law.

Section 8. Meetings of Board. Meetings of the Board of Directors may be held either within or without the State of Texas on a weekly basis during the fall and spring semesters. A calendar of such weekly meetings for the upcoming semester shall be set by the Board of Directors at the last meeting of the prior semester.

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings by the Board may fix any place, either within or without the State of Texas, as a place for holding any special meetings of the Board called by them. Neither the business to be transacted at, nor the purpose of any special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally, sent by mail, facsimile, or electronic message to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Notice transmitted by facsimile or electronic message is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice. Any Director may waive notice of any meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

In lieu of notice of regular or special meetings of the Board, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice.

Section 9. Informal Action by Directors; Unanimous Consent of Directors; Meetings by Conference Telephone. Subject to the provisions of the Texas Business Organizations Code, any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of the directors as would be necessary to take that action at a meeting at which all of the directors were present and voted, provided that all other requirements of the Law to make such written consent effective to take the action are met. Prompt notice of the taking of an action by directors without a meeting by less than unanimous written consent shall be given to each director who did not consent in writing to the action.

Any action required or permitted to be taken at any meeting of Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Directors, as the case may be, having voting rights.

Subject to the provisions required or permitted by the Law for notice of meetings, members of the Board of Directors may participate in and hold a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 10. Compensation of Directors. SCEC shall not pay any compensation to directors for services rendered to SCEC, except that directors may be reimbursed for expenses incurred in the performance of their duties to SCEC, in reasonable amounts as approved by a majority of the entire Board; however, nothing herein contained shall be construed to preclude any directors from serving SCEC in any other capacity and receiving reasonable compensation therefor.

Article V –Officers

Section 1. Officers. The officers of SCEC shall consist of a President (aka Sonlight Director), Treasurer, Secretary, and Coordinators and may consist of such other officers as may be deemed necessary, each of whom shall be elected or appointed annually by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Term of Office and Removal. Each officer shall hold office for the term for which he is appointed and until his successor has been appointed and qualified. Officers shall be appointed annually by the Board of Directors. The term of an officer may not exceed three (3) years.

Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of SCEC will be served thereby.

Section 3. Resignation. Any officer may resign at any time by delivering written notice to the Board of Directors. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Board of Directors.

Section 4. Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and SCEC shall have such authority and perform such duties in the management of SCEC as may be provided by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

Section 5. President. The President shall generally supervise and control all the business affairs SCEC. The President shall preside at all meetings of the Board of Directors. The President may sign with the Secretary or any other official of SCEC authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws or by statute to some other officer or agent of SCEC. The President shall perform such other duties as may be prescribed by the Board of Directors from time to time. The President shall work with the Treasurer in the disbursement of funds, work with the Coordinators in organizing classes, and speak on behalf of SCEC.

Section 6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of SCEC; receive and give receipts for money due and payable to SCEC from any source, whatever, and deposit all such sums in the name of SCEC in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President and by the Board of Directors. The Treasurer will be responsible for providing an accounting of all activity and a written Treasurer's report that shall be reviewed or audited each semester or as determined by the Board.

Section 7. Secretary. The Secretary shall keep the minutes of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Officer which shall be furnished to the Secretary by each Officer; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Coordinators. The Coordinators will be responsible for organizing and coordinating the teachers and classes taught in their grade level. Grade levels are Nursery, Preschool, K-1st, 2nd-3rd, 4th-5th, 6th-8th, and 9th-12th. The Coordinators will also be responsible for performing any other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section 9. Compensation of Officers. SCEC may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the Board of Directors.

ARTICLE VI - Committees

Section 1. Board of Committees. The Board of Directors by resolution adopted by a majority of the Directors in office may designate one or more board committees which, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of SCEC. Each such board committee shall consist of two (2) or more persons, a majority of whom are Directors. The designation of such board committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board or such Director by law.

Section 2. Executive Committee. SCEC may have an Executive Committee consisting of the President, the Secretary, and the Treasurer, with the option to add one or more additional members, as may be determined and appointed from time to time by the President. If fewer than a majority of the Executive Committee members are Directors of SCEC, the President shall appoint an additional Director or Directors to serve on the Executive Committee to the extent required so that a majority of the members of the Executive Committee are also Directors of SCEC. The Executive Committee shall be authorized to act for and on behalf of the Board of Directors between meetings of the Board of Directors and such action shall be subject to ratification by the Board of Directors at its next meeting.

Section 3. Service of Committees. Each committee of the Board shall serve at the pleasure of the Board of Directors. The creation of, delegation of authority to, or action by a committee shall not alone relieve any Director of his duty under the Law to SCEC.

Section 4. Records. Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each member of the Board of Directors.

Article VII – Classes

Classes will meet a minimum of twelve (12) days in the Fall and twelve (12) days in the Winter/Spring which will constitute two (2) semesters. The time, date and type of classes will be decided by the Board of Directors.

Article VIII – Miscellaneous

Section 1. Fiscal Year. The fiscal year of SCEC shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 2. Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on SCEC's behalf to sign checks, drafts, or other orders for payment of money; to sign

acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 3. Books and Records To Be Kept. SCEC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees, and shall keep at its registered office or principal office in the State of Texas a record of the names and addresses of those entitled to vote. All books and records of SCEC may be inspected by any director, or his agent, accountant, or attorney, for any proper purpose at any reasonable time.

Section 4. Amendment of Certificate of Formation and Bylaws. The Certificate of Formation of SCEC may be adopted, amended or repealed in whole or in part by majority vote of the directors then in office. The Bylaws of SCEC may be adopted, amended or repealed in whole or in part by a majority vote of the Board of Directors, unless such Bylaw is required by the Law.

Section 5. Indemnification and Insurance. To the fullest extent permitted by the Law, SCEC shall indemnify its “governing persons,” as defined in section 1.002(35)(A) of the Law, as persons who are entitled to manage and direct the affairs of an entity under the Law and the governing documents of SCEC. SCEC shall also indemnify its “delegates” to the fullest extent permitted by the Law, as defined in section 8.001(1) of the Law as persons who, while serving as a governing person of SCEC, is or was serving at the request of SCEC as a representative of another enterprise or another organization. SCEC shall indemnify such persons against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in said section 8.001(8) of the Law, including a threatened, pending, or completed action or other proceeding, whether civil, criminal, administrative, arbitrative, or investigative, an appeal of an action or proceeding, and an inquiry or investigation that could lead to an action or proceeding. “Expenses” shall have the same meaning as in said section 8.001(3) of the Law, including court costs, a judgment, a penalty, a settlement, a fine, and an excise or similar tax, and reasonable attorney’s fees. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be otherwise entitled.

To the fullest extent permitted by the Law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by SCEC before final disposition of the proceeding upon receipt by SCEC of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by SCEC for those expenses.

SCEC shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with section 4958 of the Code or any other provision of the Code applicable to corporations described in section 501(c)(7) of the Code.

Any indemnification of or advance of expenses to a governing person in accordance with this Article shall be reported in writing to the directors of SCEC with or before the notice or waiver of notice of the next meeting of directors or with or before the next submission to directors of a consent to action without a meeting and, in any case, within the 12-month period immediately following the date of the indemnification or advance.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

SCEC shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of SCEC, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

Section 6. Loans to Directors and Officers. No loans shall be made by SCEC to its directors. Directors who vote for or assent to the making of a loan to a director of SCEC, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to SCEC for the amount of such loan until repayment thereof.

Section 7. Dedication of Assets. In the event of dissolution or final liquidation of SCEC, all of the remaining assets and property of SCEC shall, after paying or making provision for the payment of all of the liabilities and obligations of SCEC and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively as social and recreational clubs or for charitable, religious, or educational purposes, preferably to an organization with purposes similar to those of SCEC, as shall at the time qualify as an exempt organization or organizations under sections 501(c)(7) or 501(c)(3) of the Code, or corresponding section of any future federal tax code. Any assets not so disposed of shall be disposed of by a district court of the county in which SCEC's principal office is located to one or more organizations exempt under sections 501(c)(7) or 501(c)(3) of the Code or described in section 170(c)(1) or (2) of the Code or their successor statutes, as said court shall determine, which are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

Article IX – Statement of Faith

“We believe that our foremost asset in our educational efforts is Christ. We believe that the Godhead exists eternally in three persons – Father, Son and Holy Spirit – and that these three are one God. We believe that the Bible is the only infallible, inspired word of God. We believe that God has created man in His image, and has made salvation possible for sinful man by faith alone in Jesus Christ, God's one and only son.”

The Bible is the inspired, infallible authoritative Word of God (2 Tim. 3:16). There is one God, the Creator of all things, who is existent in three persons – Father, Son and Holy Spirit (Matt. 28:19, 1 Cor. 12:4-6, 2 Cor. 13:14). Jesus Christ is true God and true man. He was conceived of the Holy Spirit and born of the Virgin Mary. He lived a sinless life and died on the cross as a sacrifice for the sins of all men. He arose bodily from the dead, ascended into heaven and is now at the right hand of the Father (John 14:7-9, 1 Cor. 15:3, 1 Peter 2:21-24). The shed blood of Jesus Christ and His resurrection provide the only grounds for justification and salvation (Rom. 3:21-30). The ministry of the Holy Spirit is to glorify the Lord Jesus Christ and to indwell, guide, instruct and empower the believer for godly living and service (Acts 2:4, Matt. 3:11). Every born-again believer should have a consistent study of God's Word and prayer life (Ps. 119:9-11, 2 Tim. 3:16-17, Col. 4:2, Eph. 6:18). There will be a bodily resurrection of the dead, of the believer to everlasting joy with the Lord, and of the unbeliever to judgment and everlasting conscious punishment (John 5:28-29). Furthermore, God's plan for human sexuality is to be expressed only within the context of marriage, that God created man and woman as unique biological persons made to

complete each other. God instituted monogamous marriage between male and female as the foundation of the family and the basic structure of human society. For this reason, we believe that marriage is exclusively the union of one genetic male and one genetic female (Gen. 2:24; Matt. 19:5-6, Mark 10:6-9; Romans 1:26-27; 1 Cor. 6-9). God wonderfully foreordained and immutably created each person as either male or female in conformity with their biological sex. These two distinct yet complementary genders together reflect the image and nature of God (Genesis 1:26-27).

Certificate by Secretary

The undersigned, being the Secretary of SCEC hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors of SCEC effective on January 22, 2019.

DeAndra J. Jarboe, Secretary