

# ***H.E.A.R.T.H. By-Laws***

## **Article I - Statement of Purpose**

The purpose of H.E.A.R.T.H. shall be to further the interests of home education of children by their parents by lawful means, including, but not limited to, support of and assistance to members of H.E.A.R.T.H. who are educating their own children at home, sharing of curricula and resource information, dissemination of legislative and other information affecting the rights of parents to direct the education and upbringing of their children, participation in and sponsorship of conventions and educational seminars for teaching parents, organization of field trips and extracurricular activities for members of H.E.A.R.T.H., and lobbying and public relation activities with state and federal officials, both elected and appointed.

## **Article II - Statement of Philosophy**

### **Section 1. Preface**

H.E.A.R.T.H. is a support group that provides encouragement to parents who choose home-based education for their children. Its orientation is Christian, guided by God's Word, the Bible. In the Bible we are commanded to provoke one another to love and good works and to train a child according to God's Word.

### **Section 2. Statement**

1. Without our seeking to impose our convictions on others who conscientiously choose a different course, we believe that for us, teaching our children at home is the best way we can fulfill our spiritual responsibilities toward our children and the most sure way to preserve them in the faith.
2. Nevertheless, we acknowledge our need for the encouragement, exhortation and counsel of other home schooling parents and seek to benefit from the variety of gifts, skills, and knowledge which God has distributed among His people.
3. While God's plan for the training of our children is that the parents' influence remain paramount, we acknowledge the potential value of exposure to other influences as tools in the parents' hands. Parents are responsible for governing the influences brought to bear on their children. Recognizing the great potential for both good and ill from the influence of children's own peers, parents must be especially vigilant to guide and direct their children's contacts with other children.
4. In joining with other home schooling parents for mutual help in training our children, we accept a responsibility, not just to our own children but to the group as a whole, to work to insure that the peer group environment is a positive influence. We acknowledge the need to be sensitive to the concerns of others in this area.

## **Article III – Powers**

H.E.A.R.T.H. shall have all of the statutory powers enumerated for nonprofit corporations under the laws of Virginia.

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## **Article IV - Board of Directors**

### Section 1. Governing Authority

The governing body of H.E.A.R.T.H. shall be known as its Board of Directors, and it shall have plenary powers to do all things necessary and proper to operate and control the corporation.

### Section 2. Composition and Qualifications

The Board of Directors shall consist of five members who will be elected by a 2/3 vote of members present at election. Members of the Board of Directors shall be home schooling parents and shall be members in good standing of H.E.A.R.T.H. Each candidate for election to the Board of Directors must be in concurrence with the Statement of Faith, Standards of Conduct and Bylaws of H.E.A.R.T.H.

### Section 3. Term of Service

Each member of the Board of Directors shall be elected for a term of three years commencing with the beginning of the next fiscal year. Newly elected board members shall work alongside the current board between their election and the commencement of their office, preparing to take their position. Terms shall be staggered so that the term of two - three members shall expire each year. The initial Board of Directors shall be elected as follows: three members for a term of 3 years, 2 members for a term of 2 years and 2 members for a term of 1 year, with the commencement of each term to be effective immediately after election. Members of the Board of Directors shall hold office until his successor shall have been duly elected or until his death or he shall resign or shall have been removed in the manner hereinafter provided.

### Section 4. Manner of Election

Nominations for election to the Board of Directors shall be submitted to a nominating committee by members of H.E.A.R.T.H. The Board of Directors will appoint the nominating committee. Such nominations will be submitted two months prior to the annual election meeting. Nominees shall be contacted by the nominations committee one month prior to the annual election meeting for an interview and to comply with the provisions of Section 2 of this Article. Election of a nominee to the Board of Directors shall be by two-thirds (2/3) vote of the members present at the election. Elections will be held at the business meeting during the spring quarter of each year. Officers of the Board shall be elected by a majority vote of the Board of Directors at its first regular meeting after the commencement of the new fiscal year. Newly elected officers will serve a term of one year commencing immediately after election.

### Section 5. Removal

Any Board member may be removed by a two-thirds (2/3) vote of the Board of Directors, whenever in their judgment the best interests of H.E.A.R.T.H. will be served thereby. Any Board member may be removed by a two - thirds (2/3) vote of members in good standing, at a special meeting held for this purpose, upon two weeks notice of the meeting and of its purpose.

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## **Section 6. Vacancies**

Vacancies in the Board of Directors caused by the death or resignation of a member shall be filled by election of a qualified person to serve the unexpired term of the member who has died or resigned.

## **Section 7. Delegation of Authority**

The Board of Directors may delegate to one or more of its members or to any of its officers, or to any of its committees such powers and duties as it may deem appropriate and proper. In the absence of such delegation, either generally or specifically, no member of the Board of Directors shall have any authority to act for the Board of Directors. Each member of the Board of Directors shall have status coequal with that of each other member, and each member shall have the right to vote on any and all questions coming before the Board of Directors.

## **Section 8. Compensation**

Members of H.E.A.R.T.H. will receive reasonable compensation for actual expenses only as stated in written guidelines, or as are pre-approved by the Board of Directors. No other reimbursements will be made.

## **Section 9. President**

The President shall, in general, supervise and moderate all of the business and affairs of H.E.A.R.T.H. The President shall, when present, preside at all meetings of the Board of Directors and he may sign, with the Secretary or any other proper officer thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these by-laws to some other officer or agent of H.E.A.R.T.H., or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of President and other duties as may be prescribed by the Board of Directors from time to time.

## **Section 10. Vice President**

In the absence of the President or in event of his death, inability or refusal to act, the Vice-president shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-president shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

## **Section 11. Secretary**

The Secretary shall (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of H.E.A.R.T.H. and see that the seal of H.E.A.R.T.H. is affixed to all documents, the execution of

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which on behalf of H.E.A.R.T.H. under its seal is duly authorized; and (d) 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 12. Treasurer**

The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of H.E.A.R.T.H.; (b) receive and give receipt for monies due and payable to H.E.A.R.T.H. from any source whatsoever, and deposit all such monies in the name of H.E.A.R.T.H. in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and (c) in general to perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

## **Article V – Meetings**

### **Section 1. Quorum**

The quorum for all meeting of the Board of Directors whether regular or special, shall be more than one-half (1/2) of the members.

### **Section 2. Regular Meetings**

Regular meetings of the Board of Directors shall be held at times and places established by the Board of Directors and shall be held at least monthly. The meetings shall be open to the general membership and shall be publicized.

### **Section 3. Special Meetings**

Special meetings of the Board of Directors shall be held at times and places established by the Board of Directors and shall not be open to the general membership.

### **Section 4. Corporate Meetings**

Corporate meetings of the membership of H.E.A.R.T.H. may be held upon 2 weeks notice to members. The President of the Board of Directors may call such meetings on his own initiative, but shall be obligated to call such meetings when requested to do so by at least two other members of the Board of Directors, or by a petition of at least one-third (1/3) members in good standing of H.E.A.R.T.H.

## **Article VI – Committees**

Committees may be established from time to time as appointed by the Board of Directors to consider and report on matters assigned at the time of appointment or action.

## **Article VII - Director and Officer Indemnification**

H.E.A.R.T.H. shall indemnify any and all of its officers, members of the Board of Directors, or former

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officers or members, or any person who may have served at its request or by its election as a member or officer of H.E.A.R.T.H., against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been members or officers of H.E.A.R.T.H., except in relation to matters as to which any such member or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicted on the existence of such liability. The indemnification provided hereby shall not be deemed exclusive of any other right to which anyone seeking indemnification here under may be entitled under any by-law, agreement, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. H.E.A.R.T.H. may purchase and maintain insurance on the behalf of any member, officer, agent, employee or former member or officer or other person, against any liability asserted against them and incurred by him to the extent that H.E.A.R.T.H. would have the power to indemnify him against such liability under the provisions of this Article and the laws of Virginia.

## **Article VIII – Members**

### **Section 1. Membership**

Membership in H.E.A.R.T.H. shall be available to home schooling parents or guardians. All applicants must complete a registration form and pay any fee as prescribed by the Board of Directors. Each member must subscribe to and submit a signed copy of the H.E.A.R.T.H. By-Laws and Standards of Conduct.

### **Section 2. Rights and Privileges**

Members of H.E.A.R.T.H. shall enjoy all the rights and privileges of membership in H.E.A.R.T.H. as established by the Board of Directors and the laws of Virginia. Members shall be entitled to participate in all activities of H.E.A.R.T.H. and to represent the interests of H.E.A.R.T.H., subject to the authority of the Board of Directors. In order to participate in H.E.A.R.T.H. sports and classes, one must be a member in good standing of H.E.A.R.T.H.

### **Section 3. Duties and Responsibilities**

By submitting an application for membership in H.E.A.R.T.H., members agree to abide by all standards and policies of H.E.A.R.T.H. as established by the Board of Directors. Members shall refrain from engaging in any activity which may bring reproach on H.E.A.R.T.H. or home education.

### **Section 4. Termination of Membership**

Members may terminate their membership in H.E.A.R.T.H. at any time by providing notice of same to the Board of Directors. Membership of any member may be involuntarily terminated by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interests of H.E.A.R.T.H. will be served thereby.

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## **Article IX - Adoption and Amendment of By-laws**

With the exception of Articles IX and X which are irrevocable and not subject to amendment, these by-laws shall be adopted and thereafter amended only by a two-thirds (2/3) vote of the members present at a business meeting called for that purpose by the Board of Directors.

## **Article X – Dissolution**

In the event that H.E.A.R.T.H. should be dissolved for any reason, then, in that event, all assets of H.E.A.R.T.H., if any, shall be transferred to another eleemosynary corporation which is exempt from state income tax. This provision of the by-laws is irrevocable and is not subject to amendment except as necessary to designate the name of any transferee qualifying under the income tax laws of the state of incorporation.