

BYLAWS
OF
CT HOMESCHOOL NETWORK, INC.

ARTICLE I
NAME

The name of the Corporation shall be CT Homeschool Network, Inc. ("the Corporation" or "CHN").

ARTICLE II
OBJECTIVES

The objectives of the Corporation shall be to provide information and support about homeschooling with regard to homeschoolers of all races, creeds and religions

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act, as amended from time to time (the "Act").

ARTICLE IV
MEMBERSHIP AND DUES

1. MEMBERS. The Corporation shall have only one class of members. The members of the Corporation shall have no voting rights for any purpose. The affairs of the Corporation shall be managed by a self-perpetuating Board of Directors appointed in accordance with these Bylaws.

2. RULES FOR MEMBERSHIP. The qualifications for membership in this Corporation are as follows:

- a. The individual supports the objectives of CHN; and
- b. The individual is a current home school parent/guardian or was previously a home school parent/guardian.

3. EXPULSION OF MEMBERS. A member may be expelled from the Corporation by the Board of Directors for any of the following reasons:

- a. Failure to pay membership dues, if any, in a timely manner;
- b. Failure to satisfy the membership criteria;
- c. Violation of any member rules adopted from time to time by the Board of Directors;
- d. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests of the Corporation; or
- e. Use of the CHN logo, name or mailing list without authorization from the Board of Directors;

4. DUES. The amount of member dues, the term and the due date shall be set by the Board of Directors. The payment of dues, if adopted by the Board of Directors, shall constitute a condition for membership, and neglect or refusal to pay such dues for a period of one (1) month after written notice of delinquency shall be grounds for expelling a member.

5. LIMITED LIABILITY OF MEMBERS. A member of the Corporation shall not be liable to the Corporation or its creditors with respect to such membership except for the obligation to pay in full any fines or penalties duly imposed against such member and any dues and assessments levied against such member imposed in accordance with these Bylaws.

6. BENEFITS OF MEMBERSHIP. The Board of Directors shall determine from time to time the benefits to be afforded to members in good standing of the Corporation. These benefits may include: access to the CHN newsletter through the CHN **website**; confidential access to the CHN **website**; receipt of a membership card entitling the member to such member discounts with suppliers as CHN may negotiate from time to time; discounts at CHN events; and the right to serve on Member Committees established and overseen by the Board of Directors.

7. ANNUAL MEETING OF MEMBERS. The annual meeting of the members shall be held in the month of September or at such other time as may be set by the Board of Directors. At such meeting, the Board of Directors shall report to the membership regarding the efforts made during the prior year, as well as planned efforts for the coming year, to promote the Corporation's objectives. Further, the Board of Directors shall report on such other matters as it deems appropriate.

ARTICLE V BOARD OF DIRECTORS

1. POWER OF BOARD OF DIRECTORS. The Board of Directors shall have the control and general management of the affairs, property and business of the Corporation. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these Bylaws and the laws of the State of Connecticut.

2. ELECTION OF DIRECTORS. The Board of Directors shall be self-perpetuating with each successor Board of Directors elected by the current Board of Directors at the Annual Meeting of Directors in accordance with these Bylaws. The initial Board of Directors shall be elected by the incorporators of the Corporation and shall serve until a successor Board of Directors is elected by the current Board at the Annual Meeting of Directors.

3. NUMBER OF DIRECTORS. The initial Board of Directors shall consist of 5 persons. Thereafter, the number of directorships shall be fixed by action of the Board, but in no event shall the Board consist of less than three (3) persons unless a lesser number is permitted by the laws of the State of Connecticut.

4. QUALIFICATION OF DIRECTORS. Directors of the Corporation shall have the following qualifications:

- a. Such person is the parent or legal guardian of a child or children between the ages of 6 and 18 which person is currently providing home-schooling to such child or children and has done so for at least one (1) year; and
- b. Such person supports the objectives of CHN

5. TERM OF OFFICE. The term of office of each of the Directors shall be the later of one year or until such person's successor has been elected.

6. RESIGNATION, REMOVAL AND VACANCY. A Director may resign at any time by delivering written notice to the Board of Directors or to the President. A Director may be removed from the Board of Directors, with or without cause, by the affirmative vote of a majority of all the other Directors in office. If a vacancy occurs on the Board of Directors, the remaining members of the Board of Directors may fill the vacancy by the affirmative vote of a majority of the remaining Directors in office.

7. COMPENSATION. Unless authorized by the Board of Directors, Directors shall receive no compensation in their capacity as directors, but may be reimbursed for reasonable allowance for expenses actually incurred in connection with their duties.

8. DUTIES OF DIRECTORS. The duties of the Directors shall be as follows:

- a. To attend the annual meeting of the Board of Directors and any other meetings which may be called pursuant to these Bylaws;
- b. To advise the President on matters related to the objectives of the organization;
- c. To have the control and general management of the affairs, property and business of the Corporation;
- d. To elect the Officers of the Corporation in accordance with these Bylaws; and
- e. To perform such other duties as set forth in these Bylaws.

9. ANNUAL MEETING AND ELECTION OF DIRECTORS. The Board of Directors shall hold an annual meeting in the month of September each year for the purpose of electing the successor Board of Directors. Voting for the election of Directors shall be by written ballot. Each Director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board.

10. MEETINGS OF BOARD OF DIRECTORS. Regular or special meetings of the Board of Directors shall be held at such times as determined by the President or called at the request of a majority of the Board of Directors.

11. CONSENTS. Whenever the vote of Directors is required to be taken at a meeting in connection with any corporate action, the meeting and the vote of Directors may be dispensed with if all the Directors who would have been entitled to vote upon the action, if such meeting were held, shall consent in writing to such corporate actions being taken.

12. QUORUM. At any meeting of the Board of Directors, a majority of all the Directors in office shall constitute a quorum for the transaction of business.

13. VOTING. At all meetings of the Board of Directors, each Director is to have one vote. At all meetings of the Board of Directors, all questions, the determination of which is not specifically regulated by statute, shall be decided by the affirmative vote of a majority of all the Directors in office when the action is taken. (For example, if the Board of Directors consists of twelve (12) Directors, the affirmative vote of seven (7) Directors shall be required for the Board to approve any proposed action.) A Director's vote may not be cast by proxy or power of attorney.

14. NOTICE OF MEETING. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. Special meetings of the Board of Directors shall be preceded by at least three (3) days notice of the date, time and place of the meeting. Written notice will be given for any regular or special meeting called in connection with the adoption, amendment or repeal of any provision of the Bylaws or the Certificate of Incorporation.

15 . WAIVER OF NOTICE. A Director may waive any notice required by the Act, the certificate of incorporation or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing, signed by the Director entitled to the notice and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

16. VACANCY. A vacancy on the Board occurring between Annual Meetings of the Board of Directors may be filled for the unexpired portion of the term by an individual elected by a majority of the remaining Directors, or the sole remaining Director if no other Directors remain.

17. COMMITTEES. The Board of Directors may create one or more Member Committees in which case each committee shall have at least one Director who shall supervise the activities of the Committee. The creation of a Member Committee and the appointment of **Director(s)** to it shall be approved by a majority of all the Directors in office when the action is taken. The following committees shall be established by the Board of Directors:

- a. Legislative Watchdog
- b. Support and Group Networker Operations
- c. Fundraising

The Directors shall solicit volunteers for the Committees from the general membership. Each committee shall be overseen and supervised by the **Director(s)** in charge of such Committee and such **Director(s)** shall be responsible for reporting the activities of such Committees to the Board of Directors.

18. NOMINATING COMMITTEE. The President shall appoint a Nominating Committee which shall consist of three (3) current Directors. This Nominating Committee shall present its report of persons to be nominated to serve as Directors which report shall be furnished no later than the regular meeting of the Board of Directors immediately proceeding the Annual Meeting of Directors at which the election of the new Board of Directors is scheduled to take place.

19. TELEPHONE MEETINGS. A Director may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment enabling all Directors to simultaneously hear one another, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

20. EX-OFFICIO DIRECTOR. Upon completion of his/her term in office, with an approval vote from the Board of Directors, the Past President shall constitute an ex-officio director, replacing the previous ex-officio director, providing advice and counsel to the Board of Directors. There shall not be more than one ex-officio director at a time. An ex-officio Director shall have no voting rights and shall not be considered in determining quorum or action to be taken by the Board. If the Past President, however, is independently appointed to the Board of Directors as a voting Director, then he/she shall serve in the capacity of a Director with full voting rights.

ARTICLE VI OFFICERS

1. DESIGNATION OF OFFICERS. The officers of the Corporation shall consist of a President and a Secretary and such other officers, including a Treasurer, one or more Vice Presidents and Assistant Secretaries or Treasurers, as the Board of Directors may determine. The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors. The officers shall be chosen from the current Board of Directors. Any two offices may be held by the same person to the extent permitted by law. All such officers shall serve subject to the orders of the Board of Directors and shall serve solely at the Board's discretion.

2. TERMS OF OFFICE. The term of each elected officer shall be one (1) year commencing at the end of the Annual Meeting of the Board of Directors in which the election occurs. Officers may be elected to serve additional consecutive terms.

3. RESIGNATION AND REMOVAL OF OFFICERS. An officer may resign at any time by delivering notice to the Corporation. The Board of Directors may remove any officer at any time with or without cause by the affirmative vote of a majority of all the Directors in office when the action is taken.

4. COMPENSATION. Compensation of Officers, if any, shall be set by the Board of Directors.

5. VACANCIES. Vacancies in any office during a term shall be filled by the vote of a majority of the remaining Directors in office.

6. DUTIES OF OFFICERS. The duties of the officers shall be as set forth in these Bylaws and otherwise as required by the Act.

A. PRESIDENT. The duties of the President shall consist of the following:

- i. The President shall appoint any special standing committees or representatives of the Corporation, as necessary or convenient for the carrying out of any regular or special activities of the Corporation;
- ii. The President shall preside at all meetings of the Board of Directors;

- iii. The President shall be present at the Annual Meeting of the members and shall report on the condition of the business of the Corporation;
- iv. The President shall cause to be called regular and special meetings of the members and Board of Directors in accordance with these Bylaws;
- v. The President shall have general direction and management of the affairs of the Corporation; and
- vi. The President shall enforce these Bylaws and perform all the duties incident to the office of President.

B. VICE PRESIDENTS. The duties of the Vice-presidents shall consist of the following:

- i. Each Vice President shall act as an aid to the President; and
- ii. During the absence and inability of the President to render and perform his duties or exercise his powers, as set forth in these Bylaws or under the Act, the same shall be performed and exercised by the Vice **President(s)**; and when so acting, a vice-president shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President, and such other powers and duties as the Board of Directors shall from time to time delegate.

C. SECRETARY. The duties of the Secretary shall consist of the following:

- i. The Secretary shall be the custodian of the current records and business papers of the Corporation, except finance and historical documents;
- ii. The Secretary shall keep a correct record of all meetings of the Board of Directors and all meetings of the members;
- iii. The Secretary shall give and serve all notices required under these Bylaws and under the Act; and
- iv. The Secretary shall perform such other duties as may be delegated to the office of the Secretary.

D. TREASURER. The duties of the Treasurer shall consist of the following:

- i. The Treasurer shall receive all monies of the Corporation and shall keep an accurate record of receipts and expenditures of the Corporation;

- ii. The Treasurer shall have the care and custody of and be responsible for the funds of the Corporation and of the records and papers pertaining to its financial affairs. The Treasurer shall be responsible for the collection of all monies due the Corporation and the disbursement of all legal obligation of the Corporation, and shall deposit all such funds in the name of the Corporation in such recognized bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate, from which the Treasurer or the President, if the Treasurer is unable to act, may withdraw them as needed;
- iii. The Treasurer shall exhibit at all reasonable times his books and accounts to any officer or director of the Corporation upon reasonable notice and request;
- iv. The Treasurer shall perform all other duties incident to the office of Treasurer as delegated by the Board of Directors; and
- v. The Treasurer shall present a statement of account at every meeting (current to within 30 days of such meeting) of the Board of Directors and shall make a full report at the Annual Meeting of the Board of Directors and at the Annual Meeting of the Members of the Corporation.

ARTICLE VII RECORDS OF MEETINGS

There shall be a written agenda for each meeting, and minutes of each meeting shall be prepared. Minutes of a meeting shall reflect the identity of those Directors in attendance at the meeting and, after approval, shall be dated and signed by the Secretary or his/her designee.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in Robert's "rules of order, revised," shall govern the Board of Directors in all cases wherein they do not conflict with these Bylaws.

ARTICLE X FINANCE AND PROPERTY

1. FISCAL YEAR. The fiscal year of the Corporation shall be determined by the Board of Directors.

2. AUDIT. The accounts of the Corporation may be duly audited by a certified public accountant from time to time as determined by the Board of Directors.

3. APPROVED SIGNATURES. All checks, drafts, and other orders for the payment of money shall be signed by The Treasurer or the President, if the Treasurer is unable to act.

4. CONTRIBUTION GIFTS AND BEQUESTS. Contributions, gifts, and bequests may be accepted by the Corporation in accordance with its policies and shall be subject to the approval of the Board of Directors. Unless otherwise designated by the donor or otherwise prescribed by statute or law, such gifts, bequests, or contributions shall be utilized for the purposes of the Corporation at the discretion of the Board of Directors.

ARTICLE XI FUND RAISING

The Corporation may purchase or manufacture goods or provide or make arrangements for the provision of services for sale to the public for the purpose of raising funds to further the aims and purposes of the Corporation. Profits thus received shall not inure to any member of the Corporation; provided, however, a member may be reimbursed for the reasonable costs of goods or services rendered by that member.

ARTICLE XIII AMENDMENTS

1. BYLAWS. These Bylaws may be amended at any Board of Directors meeting by the affirmative vote of a majority of all the Directors in office when the action is taken providing notice of the proposed amendment shall have been given at least ten (10) days prior to the vote on the amendment.

2. CERTIFICATE OF INCORPORATION. The Certificate of Incorporation may be amended at any Board of Directors meeting by the affirmative vote of a majority of all the Directors in office when the action is taken providing notice of the proposed amendment shall have been given at least ten (10) days prior to the vote on the amendment.

ARTICLE XIV ADDITIONAL PROVISIONS

1. LIMITATION OF DIRECTOR LIABILITY. In addition to, and not in derogation of, any other rights conferred by law, the personal liability of a Director of the Corporation shall be limited to an amount equal to the compensation received by the Director for serving the Corporation during the year of the violation if such breach did not **(a)** involve any knowing and culpable violation of law by the Director, **(b)** enable the Director or an associate as defined by Connecticut General Statutes section 33-840, as amended from time to time, to receive an improper personal economic gain, **(c)** show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or **(d)**

constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

2 INDEMNIFICATION OF DIRECTORS. The Corporation shall be permitted to indemnify a Director for liability, as defined in subdivision (5) of section 33-1116, amended by 97-246, section 54, and as further amended from time to time, to any person for any action taken, or any failure to take any action, as a director, except liability that (a) involved a knowing and culpable violation of law by the Director, (b) enabled the Director or an associate as defined by Connecticut General Statutes section 33-840, as amended from time to time, to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the Director to the corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.