

REVISED BYLAWS OF BRIDGE ELEMENTARY TUTORIAL HOMESCHOOL MINISTRIES, INC.

1. NAME AND PURPOSES: The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. PRINCIPAL OFFICE OF THE CORPORATION: The principal office of the Corporation shall be at a street address designated by the Board of Directors.

3. MEMBERS OF THE CORPORATION:

(a) The Members of the Board of Directors of the Corporation (hereinafter "Directors") shall constitute the members of the Corporation.

(b) As a foundationally religious organization, Members must be in agreement with the Corporation's Statement of Faith as maintained by the Board of Directors and further agree that it shall guide their decisions and actions as a Board.

4. BOARD OF DIRECTORS:

(a) Role/Number: The business and affairs of the Corporation shall be governed by a Board of Directors (hereinafter the "Board") which shall be composed of no fewer than ___(**number**)___ persons.

(b) Composition: The Board shall be composed of persons representing the diversity of the community being served, taking into account race, gender, economic status, age, and other factors.

(c) Election/Vacancies: In the event of a vacancy upon the Board (including situations where the number of Board members has been deemed to increase or expand to meet administrative needs), the current Directors shall appoint additional Directors to fill the vacancy or meet the additional need.

(d) Term: Each Director shall hold office indefinitely upon appointment, but may be terminated upon the conclusion of their service to ___**Corporation Name**___. The timing of their departure from the Board may be extended by an agreement between the leaving Board member and the replacement Board to allow for the training of new Board members.

(e) Resignation: A Director may resign by submitting a written resignation to the Board. Failure to attend three (3) consecutive Board meetings (to include annual, regular, and special meetings) without excuse shall constitute a resignation from the Board.

(f) Removal: A Director may be removed from the Board, with cause, as determined by a majority vote of the Board present at a meeting at which there is a quorum and the

action was published as part of the agenda.

5. OFFICERS OF THE BOARD:

(a) Election/Vacancies: The officers shall consist of President, Secretary, and Treasurer. The officers shall be elected by the Board from among its members at the annual meeting of the Board. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board, and any Director so elected shall fulfill the remainder of the term of his/her predecessor.

(b) Term: Officers shall serve a term of __(time frame)___, until their successors are elected. A Director can be re-elected to the same position for successive years.

(c) Removal: An officer may be removed from office, with cause, as determined by a majority vote of the Board present at a meeting at which there is a quorum and the action was published as part of the agenda. Their removal from office may or may not predicate removal from the Board in its entirety.

(d) Resignation: An officer may resign by submitting a written resignation to the Board.

(e) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as follows:

1) The President shall preside at and conduct all meetings of the Board. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all the duties which are ordinarily the function of the office, or which are assigned by the Board. The President may appoint another Officer to function temporarily in their capacity as deemed necessary.

2) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting, and maintain the minutes and a current listing, with contact information, of the Directors at the office of the Corporation.

3) The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. The Treasurer shall serve as a member of the Finance Committee and may serve as the chair of the Finance Committee.

4) Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

6. BOARD MEETINGS:

(a) Annual Meeting: The Annual Meeting of the Corporation shall be held at such date and time as is determined by the Board.

(b) Regular Board Meetings: Regular meetings of the Board shall be held at least semi-annually and may be scheduled more often by the President or by the Board.

(c) Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least (number) Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(d) Notice of Meetings: Notice of Board meetings, including the annual meeting, shall be in writing and delivered at least (time frame) prior to the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least (time frame) prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

(e) Quorum: At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving as an Officer, present in person.

(f) Voting: Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority of those present, assuming a quorum.

(g) Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference call or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

7. COMMITTEES: The Board may create such committees with such powers as it deems wise to have. However, the Board may not delegate to committees the following powers: the power to amend the bylaws; the power to amend Articles of Incorporation; the power to approve dissolution, merger, or transfer of assets of the Corporation, and the power to take any action that requires approval of the Board by law. The President or the Board may nominate persons to chair and serve on those committees and may nominate persons who are not Directors of the Corporation to those committees. All such nominations must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

There shall be the following committees:

(a) Finance Committee. The Finance Committee shall be responsible for oversight of the financial operations of the Corporation. The Finance Committee shall contain at a minimum the Treasurer and the President of the Corporation. While serving on the

Finance Committee, a member of the Committee shall not: accept any consulting fee, advisory fee, or other compensation or benefits from the Corporation; or have participated in any other transactions with the Corporation in which he or she has a financial interest within the previous year. The Committee shall be responsible for the following actions:

1) Review, discuss, and recommend changes to the proposed annual Corporation budget and submit for approval to the Board of Directors;

2) Review, discuss, and present the financial statements to the Board of the Corporation for approval, at least semi-annually;

3) The Committee shall recommend and review policy and procedures to provide adequate financial controls for the Corporation's assets;

4) Periodically, review and discuss the quality, quantity, substance, and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary.

(b) Special Committees. The President of the Corporation or the Board may establish such special committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond __(time frame)___ unless reappointed. The members of special committees established by the Board shall be named by the Board. The members of special committees established by the President shall be named by the President.

8. CONFLICT OF INTEREST: Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, 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 or disinterested Directors determine that it is in the best interest of the Corporation. The minutes of the meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

9. INDEMNIFICATION: The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland and federal law, including the payment of related legal expenses.

10. EXONERATION: To the fullest extent permitted by Maryland or federal law, no

Director or officer of this Corporation shall be personally liable to the Corporation or its members for monetary damages. Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

11. INSURANCE: The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance.

12. COMPENSATION: The Directors of the Corporation shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy.

13. CORPORATE RECORDS: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors as well as its Articles of Incorporation, current bylaws, and Board approved policies. All books and records of the Corporation may be inspected by any Director within __(time frame)___ of written request.

14. SIGNATURE AUTHORITY: All checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board as described in the organization's financial policies. All contracts, leases and deeds of any kind shall be signed by the President, or any other agent of the Corporation designated by the Board.

15. FISCAL YEAR: The fiscal year of the Corporation shall be from __time frame (i.e. Jan 1 - Dec 31st; Oct 1 - Sept 30; whatever 365 time period works for you)___.

16. ACTION WITHOUT MEETING: Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

17. AMENDMENTS: These bylaws may be amended by a majority vote of the Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ___(**time frame**)___ prior to the meeting date.

18. DISSOLUTION: The Corporation may be dissolved by a majority vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least ___(**time frame**)___ prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board this _____ day of _____ 20__

President

Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.

Secretary of the Corporation

Date