

# SPARK Homeschool Co-op By-Laws

## ARTICLE I - NAME AND PURPOSE

**Section 1 - Name:** The name of the Corporation shall be SPARK Homeschool Co-op (herein referred to as SPARK). It is created in Cincinnati, Ohio.

**Section 2 - Purpose:** SPARK is a non-profit corporation organized exclusively for educational purposes under section 501(c)(3) of the Internal Revenue Code. SPARK is formed to provide support and activities for its member homeschooling families.

**Section 3 - Mission:** SPARK is a member-governed, inclusive community of relaxed homeschooling families in the greater Cincinnati area. We are a secular, diverse, cooperative group of families that thrive in a self-directed learning environment. Our community facilitates immersive learning by allowing our children to deeply engage with the world through their passions and strengths. We embrace choice & freedom along with collaboration between peers, parent facilitators, and the local community.

## ARTICLE II - MEMBERSHIP

**Section 1 - Eligibility for Membership:** Application for participating and voting Membership shall be open to any homeschooling family in greater Cincinnati and surrounding areas that supports the purpose and mission statements found in Article I, Sections 2 and 3. Membership is granted after the receipt of the following completed items:

- Enrollment Form
- Family Membership Fee
- Co-op Membership Agreement
- Emergency Contact and Authorization for Medical Treatment
- Waiver of Liability, Assumption of Risks, and Indemnity Agreement
- Payment towards Tuition or Payment Plan Set Up
- Currently Attending SPARK

Membership requirements may be waived by the Board of Directors in extenuating circumstances. The Board may deny membership to any applicant by a majority vote if they feel an applicant would compromise the mission, purpose or cohesion of SPARK.

**Section 2 - Member Definition:** Each homeschooled child, that child's siblings, and all of that child's parents and guardians who have met the eligibility requirements listed in Section 1 shall be members of SPARK and may participate in SPARK activities.

**Section 3 - Membership Definition:** Each family, defined as a homeschooled child and that child's siblings (if any) and all of their parents and guardians, will be granted a single Membership upon completion of the eligibility requirements listed in Section 1.

**Section 4 - Fees & Tuition:** The amount required for fees and tuition each period shall be set by the Board of Directors as part of the budget process. Continued Membership is contingent upon being up-to-date on fees and tuition.

**Section 5 - Continuing Membership:** Members must continue to meet eligibility requirements at all times to retain member status.

**Section 6 - Rights of Members:** Each Membership shall be entitled to a single vote in any matter to be voted on by the group. The following actions shall require the approval of the Membership at a meeting:

1. Amendment of the by-laws of SPARK
2. Election of Directors from nominated candidates to succeed those whose terms are next to expire.
3. The dissolution of SPARK

**Section 7 - Resignation and Termination:** Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid tuition, or other charges previously accrued. A Membership can be terminated for cause by a majority vote of the Board.

**Section 8 - Non-voting Membership:** The Board of Directors shall have the authority to establish and define non-voting categories of Membership.

### **ARTICLE III - MEMBER MEETINGS**

**Section 1 - Meetings:** The date of the regular annual meeting shall occur in the month of March/April and shall be determined by the Board of Directors who will also set the time and place. Other meetings may be held as needed and determined by the Board of Directors.

**Section 2 - Meeting Notice:** Member Meeting notice shall be sent not less than 2 weeks prior to a Member Meeting. The notice may be sent by mail, email, or by post to the appropriate online group.

**Section 3 - Meeting Attendance:** All members of SPARK may attend Member Meetings.

**Section 4 - Quorum:** The members present at any properly announced meeting shall constitute a quorum.

**Section 5 - Voting:** Elections will be held at the annual meeting. A Board of Directors position whose term is set to expire or a position filled by appointment will be subject to an election. Members who wish to be considered as a candidate for a Board of Directors position must notify the Board of Directors in writing via email or online group at least 14 days prior to the election. Candidates will be given 5 minutes to speak in front of members before members vote. Elections will be conducted by secret ballot and counted by Board of Directors members not subject to re-election. In the event all Board of Directors positions are subject to election, three current members will be appointed by the Board of Directors to count ballots. The confirmation process will be a simple

majority vote of members present, where each Membership is assigned one vote. If two adult members of a family cannot agree on a vote, then they must abstain. No mailed-in or absentee voting will be counted.

**Section 6 - Effective Date:** Regularly-elected Board of Directors will take office on June 1 of the year they are elected. All other elections, amendments, and votes will take effect immediately unless otherwise specified at the time of the vote.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1 - Board Role and Size:** The Board of Directors (herein referred to as the Board) is responsible for directing the overall policy and direction of SPARK and responsible for day-to-day operations while delegating duties to members and teams . The Board shall have 5 members, herein referred to as Directors, who will take on the roles of President, Vice President, Secretary, Treasurer, and Offerings Chair.

**Section 2 - Board Responsibilities:** It shall be the responsibility of the Board to:

1. Take actions necessary to advance the mission of SPARK.
2. Perform any and all duties imposed on them by the law, by these by-laws, and by other SPARK documents.
3. Form teams and coordinate members and volunteers to complete responsibilities as necessary within the framework of the by-laws and other SPARK documents.
4. Meet at such times and places as required by these by-laws.
5. Approve a budget on at minimum an annual basis.
6. Maintain accurate financial records.
7. Set the times and places of Member Meetings in compliance with these by-laws.
8. Notify members of Member Meetings in compliance with these by-laws.
9. Notify members of renewal dates, fees, and tuition..
10. Perform Officer and Team Coordinator duties, as outlined in Article V and as determined internally within the Board to help coordinate Team responsibilities.

**Section 3 - Board Compensation:** The Board receives no compensation other than the reimbursement of reasonable expenses. The board shall receive tuition discount dependent upon Spark's previous year's financial standing as follows: Balance of:

- 10-15k=75% discount
- 5-10k= 50% discount
- 0-5k= 25% discount

**Section 4 – Non-liability of Directors:** The Directors shall not be personally liable for the debts, liabilities, or other obligations of SPARK.

**Section 5 - Indemnification:** The Directors shall be indemnified to the full extent permitted by law, and the Board may purchase insurance for such indemnification from

operating funds of SPARK as may be determined by the Board to be necessary, in order to indemnify Board members for liability and loss, personally or corporately.

**Section 5 - Director Qualifications:** Each Director shall have been an actively participating and in good standing, voting member of SPARK for one full year prior to nomination. Exceptions to the tenure qualification may be made by a unanimous vote of the Board.

**Section 6 - Terms:** All Directors shall serve two-year terms, but are eligible for re-election for up to two consecutive terms, after which, they must have a break of service of at least one year. Each Director's term will end on May 31st in the second year after its commencement. If, at the time when a Director's term is scheduled to end, no replacement has been elected, that Director's term will continue until a replacement is selected. The first Board will include Directors with one and two-year terms to begin staggered terms. Two-year terms will be assigned to the President, Vice-President, and Treasurer, and one-year terms assigned to the Secretary and Offerings Chair.

**Section 7 - Board Meetings:** The Board shall meet at least quarterly at an agreed upon time and place. Special meetings of the Board may be called by any Director via written request to the Secretary or post to appropriate online group, provided appropriate notice is given. The Directors may participate in a Board Meeting by means of telephone conference, computer conference, or similar communications equipment as long as each Director participating in the meeting can communicate with all other Directors participating in the meeting. Except in special cases of privacy concerns or other special circumstances best dealt with in a closed meeting, all adult members may attend Board Meetings, if desired, and may voice their comments at the appropriate time as indicated on the meeting's agenda.

**Section 8 - Board Meeting Notice:** The meeting schedule shall be published to the Membership via mail, e-mail, or post to the appropriate online group at least 3 days prior to any regular or special Board Meeting.

**Section 9 - Quorum:** A Board Meeting must be attended by a majority of Board members for business transactions to take place and motions to pass.

**Section 10 - Board Decisions:** Board actions and decisions shall be made in a Board Meeting or online group via a Modified Consensus Decision-Making Process:

1. Matters will be discussed with the goal of reaching consensus amongst all Directors.
2. If consensus cannot be reached, Directors will vote on whether the issue must be decided at the current time or can be tabled for future discussion.
3. If a majority of the quorum believe that an immediate decision is needed, voting will be held on proposals regarding the issue.
4. The proposals can then be carried by a majority vote, except as otherwise provided in these by-laws.

**Section 11 - Vacancies:** In the event of a vacancy on the Board, the remaining directors shall fill the vacancy by appointment until the next election.

**Section 12 - Resignation, Termination, and Absences:** Resignation from the Board must be in writing and received by the Secretary. A Director shall be terminated from the

Board due to a failure to renew SPARK Membership or due to excessive absences, meaning more than two unexcused absences from Board Meetings in a year. A Director may be removed without assigning cause by unanimous vote of the remaining directors.

## **ARTICLE V - OFFICERS**

**Section 1 – Officers:** The officers of the organization shall be President, Vice President, Secretary, Treasurer, and Offerings Chair. The Board may also appoint other officers it deems necessary.

**Section 2 – Team Coordinators:** The Team Coordinators are ultimately responsible for the tasks assigned to their Teams. Coordinators will actively seek out members for involvement on their Team, follow up frequently, reassign roles as necessary, continue to adjust based on ability, willingness and success of tasks being completed.

**Section 5 - President:** The President shall convene regularly scheduled Board meetings and shall preside or arrange for other Directors to preside at each meeting in the following order: Vice President, Secretary and Treasurer. The President's duties include maintaining regular contact with our host through email and in person. The President will also confirm that all Teams are up to date on their responsibilities on a regular basis.

The President is the Coordinator for the Community and Outreach Team. The Coordinator of the Community and Outreach Team will ensure all responsibilities assigned to that Team are completed in a timely manner.

**Section 6 - Vice President:** The Vice President will facilitate meetings in the absence of the Board President. In addition, the Vice President will lead teams or groups on special subjects as designated by the Board.

The Vice President is the Coordinator of the Facilities Team. The Vice President will ensure all responsibilities assigned to that Team are completed in a timely manner.

**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 the meeting announcements, distributing copies of agenda to each Board member, and assuring that corporate records are maintained. The Secretary is responsible for maintaining up-to-date files in the appropriate online groups, the SPARK google drive, and in the on-site binder including a current roster, directory, and team responsibilities lists.

**Section 8 – Treasurer:** The Treasurer shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and members. The Treasurer shall also keep the books, including balancing the budget and maintaining finance balances.

**Section 9 – Offerings Chair:** Offerings Chair will serve as Offerings and Activities Coordinator to ensure all responsibilities assigned to that Team are completed in a timely manner.

## ARTICLE VII - PROHIBITIONS

**Section 1 - Earnings:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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.

**Section 2 - Political Activities:** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE VIII - DISSOLUTION

**Section 1 - Dissolution Procedure:** Any action to dissolve SPARK must be approved by two-thirds (2/3) of Memberships present at a Member Meeting called to specifically consider such action, for which written notice has been issued to all members.

**Section 2 - Distribution of Property:** Upon the dissolution of SPARK, 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. Distribution will be determined by the members by a majority vote at the Member Meeting.

## ARTICLE IX - AMENDMENTS

**Section 1 - Amendments:** These By-Laws may be amended by a two-thirds majority of the Memberships present at a properly announced Member Meeting. Proposed amendments must be submitted to the President or Vice President 14 days before the annual meeting. A majority vote by the Board is necessary to send the proposed amendment to be presented before the membership. The membership will be notified of the proposed amendment along with the annual board meeting notice.

## CERTIFICATION

These by-laws were approved at our SPARK Member Meeting by a majority vote on September 5, 2018. The effective date of these by-laws shall be September 6, 2018.