

BYLAWS
of
Seed to Summit Christian Homeschool Academy

ARTICLE I – NAME & PURPOSES

Section 1: Name. The official name of this corporation is **Seed to Summit Christian Homeschool Academy**.

Section 2: Assumed Names. The name which will be used in public, in publicity, and on stationery is either the full name as mentioned in Article I, Section 1, or the assumed names Seed to Summit or S2S. Whenever the word “organization” is used in these Bylaws or their amendments, it shall signify the legal entity of **Seed to Summit Christian Homeschool Academy** as herein established.

Section 3: Purposes. The general purposes for which Seed to Summit is organized are exclusively for charitable, educational, and religious purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

The specific purposes for which the corporation is organized are:

- (1) To help Christian home educators teach and train children in all areas of academics, character development, social development, spiritual life, and physical development, and in that regard help develop a support structure to allow member families to fulfill their educational goals in an environment where Jesus Christ is glorified;
- (2) To serve as a membership association organized to help as a support system for the instruction and education of children and young people consistent with the spreading of the Gospel message of the Lord Jesus Christ throughout the world;
- (3) To be operated in such a manner that the organization may receive charitable contributions and grants from foundations and from governmental agencies, where and if appropriate;
- (4) To be operated in such a manner which allows the organization to obtain and maintain tax exempt status under Sec. 501(c)(3) of the Internal Revenue Code.

Section 4. Definitions.

- **Family Unit** – one male and one female parent, united in the covenant of marriage as ordained by God (Genesis 2:24; Ephesians 5:22-23), together with their one or more

children, whether by birth, adoption, or legal guardianship. Exceptions are considered by the Board of Directors in accordance with the Policies and Procedures Manual.

- **Member in Good Standing** – a family unit that has met all requirements for Criteria for Membership found in Article III, Section 1.
- **Simple Majority** – more than 50%
- **Supermajority** – at least three-fourths (3/4) or 75%
- **Quorum of Members*** – at least one-tenth (1/10) or 10% of Members in Good Standing
- **Quorum of Board*** – majority of Directors then in office

* Once a quorum is established, it shall remain in effect for the duration of the meeting.

Section 5. Limitations. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the organization shall be authorized to pay reasonable compensation for services rendered.

No substantial part of the activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

The organization shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Bylaws, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3).

Section 6. Dissolution. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes to one or more organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code or to the federal, state, or local government.

ARTICLE II – STATEMENT OF FAITH

Confession of Faith

We affirm these tenets of Christian theology:

- (1) The Bible is the only verbally inspired and infallible authoritative Word of God, inerrant in the original copy. (2 Timothy 3:16, 2 Peter 1:20-21)
- (2) God is three persons in one – God the Father, God the Son, and God the Holy Spirit. God is co-equal and co-eternal. (1 John 5:7)
- (3) Jesus Christ is fully God and fully man (John 1:1,14) who was:
 - Born of a virgin. (Matthew 1:18)
 - Led a sinless life. (Hebrews 4:15)
 - Died vicariously on the cross as a substitute for sinful men. (Hebrews 9:15)

- Rose bodily from the grave. (Matthew 28:1-7; Acts 2:24)
- Now reigns with the Father. (Acts 2:33; Hebrews 10:21)
- Will return visibly and personally to the earth both in salvation and judgement. (Acts 1:11; Hebrews 9:28)

(4) We are all born with a sinful nature (Romans 5:12) that brings with it a penalty of death (Romans 6:23). Salvation only comes through faith in Jesus Christ as one's personal Lord and Savior (Acts 4:12; Ephesians 2:8-10).

ARTICLE III – MEMBERSHIP

Section 1. Criteria for Membership. The Board of Directors will establish the criteria for membership. To be a member in good standing, members must confirm acceptance to Seed to Summit's statement of faith, demonstrate compliance with the Seed to Summit Policies & Procedures Manual, demonstrate satisfactory results from a background check, and pay annual dues in an amount determined by the Board of Directors according to the deadlines established by the Board of Directors. Membership in the organization is on a per-family unit basis where each family unit equals a single member and is entitled to one vote at meetings of the members.

Only members in good standing will be entitled to vote in elections or for amendments to these Bylaws. Members who are not in good standing may be unable to participate in Seed to Summit activities as determined by the Board of Directors.

Members shall have only those rights specifically granted in these Bylaws and shall not participate in the management of the organization except as expressly provided herein.

Section 2. Determination of Membership. Membership status is determined annually by the Board of Directors according to these Bylaws and the Policies & Procedures Manual. Membership is non-transferable.

Section 3. Annual Business Meeting of the Members. The annual business meeting of Seed to Summit for the members of this corporation shall be set by the Board of Directors to occur annually in person or virtually in the month of April. Notice shall be provided to the members in the same manner as other news, events, and notices are provided. The annual meeting shall consist of a presentation of the financial status of the organization for the previous year, election of any vacancies to the Board of Directors, re-election of remaining board members, voting on proposed amendments, and other matters that should be properly raised at the meeting.

A vote by a simple majority of members present at the annual meeting shall be sufficient to approve the election of board directors and officers.

Section 4. Special Meetings of the Members. Special meetings of the members may be called at any time by the President, by the Board of Directors, or upon the written request of at least ten percent (10%) of the members entitled to vote.

The person or persons calling the special meeting shall deliver written notice (which may include email) to all members in good standing entitled to vote. The notice shall state the date, time, and place and the specific purpose or purposes for which the meeting is called. Notice shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, in accordance with Texas Business Organizations Code § 22.156.

No business other than that stated in the notice may be transacted at a special meeting of the members.

The Annual Business Meeting of the Members is the preferred forum for considering bylaw amendments and other major member business. A special meeting should be called only when the matter is urgent and cannot reasonably wait until the next Annual Business Meeting of the Members.

Section 5. Resolution of Conflicts. Any claim, dispute, or other matter in question that arises between any Seed to Summit members should follow the procedure for conflict resolution set forth in Matthew 18:15-20 and as outlined in the Seed to Summit Policies & Procedures Manual. During this process, it is absolutely necessary that confidentiality is upheld. Seed to Summit shall commit to, where at all possible, resolving all disputes, whether with Members, vendors or other third parties, in accordance with this same process.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Authority of the Board of Directors. This entity is a non-profit organization and the management of its ministries, activities, and affairs is vested in the Board of Directors, as stated in Chapter 22 of the Texas Business Organization Code.

The Board of Directors shall have full authority to govern and manage the organization, except for those powers expressly reserved to the members in these Bylaws, including but not limited to the election of Directors and the approval of amendments to the Bylaws and Articles of Incorporation.

The Board of Directors may implement its policies and the carrying out of the purposes of the organization through the officers and employees of the organization.

Section 2. Number of Directors. The Board of Directors of this organization shall consist of at least five (5) and no more than seven (7) individuals who are members in good standing. The Seed to Summit School Director is an ex officio, non-voting member of the board.

Section 3. Board of Directors Officers. The Board of Directors for Seed to Summit consists of the following Officers:

- **President** – The President shall preside at all meetings, formulate the agenda with input from other officers and directors, and generally be in charge of the affairs and operations of the organization.

- **Vice President** – The Vice President shall chair special committees as designated by the board. In addition, the Vice President shall facilitate any meetings in the absence of the President. The Vice President handles the duties of membership.
- **Secretary** – The Secretary shall be the record keeper of the minutes of all meetings of the Board of Directors and all formal Seed to Summit documentation.
- **Treasurer** – The Treasurer shall be responsible for keeping and maintaining all financial records and information on behalf of the organization and its activities.
- **Member Representative** – The Member Representative shall serve as a full voting member of the Board of Directors and shall act as a liaison between the Board of Directors and the general membership of the organization.

The Board of Directors shall have the freedom and authority to create other offices and staff positions as may be needed to carry out the ministry of the organization.

Section 4. Board of Directors Qualifications. Each person appointed to one of the offices shall have demonstrated commitment to the carrying out of the purposes of this organization. Any officer appointed by this Board of Directors must be a Director of this organization.

Section 5. Selection of Directors. The Board of Directors shall establish a nominating committee to identify and recommend candidates for election to the Board of Directors at the conclusion of each Director’s term of office and to recommend candidates to fill any mid-term vacancy.

(1) **End-of-Term Elections.**

At the conclusion of a Director’s term, successors shall be elected by the members in good standing at the Annual Business Meeting in accordance with Article III of these Bylaws.

(2) **Mid-Term Vacancies.**

Any vacancy occurring on the Board of Directors due to death, resignation, removal, or any other cause prior to the expiration of a Director’s term shall be filled by a majority vote of the Board of Directors. The individual selected shall serve for the remainder of the unexpired term.

- **Removal** – A Director may be removed from office without assigning any cause by a two-thirds (2/3) vote of the board at any meeting of the board.
- **Resignation** – Any Director may resign at any time by giving notice to the organization.

Section 6. Initial Term of Office. To promote continuity of leadership within Seed to Summit by staggering terms of Directors, the President, Secretary, and Member Representative shall each serve an initial term of two (2) years. The Vice President and Treasurer shall each serve an initial term of one (1) year. Upon completion of the initial terms of office, the rules of Article IV Section 7 shall apply.

Section 7. Terms of Office. Each Director shall serve a term of two (2) years. Directors may serve no more than two (2) consecutive terms. After serving the maximum number of terms, a Director is required to step down and shall not be eligible for reelection to any position on the Board until at least one (1) year has elapsed.

The completion of the term for each Director shall be the last day of the Seed to Summit school year. The term of each director will continue for the remainder of the term for which they have been elected or appointed unless otherwise terminated as stated herein. Otherwise, the term of any director of the Board of Directors shall end upon the earlier of their resignation, death, dismissal in writing by a majority of the constituted Board of Directors or the conclusion of their term.

Section 8. Voting of the Board of Directors. Notwithstanding any other provision of these Bylaws, the Directors shall operate on the principles of unanimity in a spirit of humility with each director regarding one another above himself with respect to as many of the decisions affecting this organization and its ministry as possible.

If the Directors are unable to come to a unanimous decision, then the matter shall be decided by a majority vote with each director casting a single vote. In the event of a tie, the President shall cast the deciding vote. Abstentions shall not be counted as votes cast. If a Director abstains from a vote due to a conflict of interest, then the School Director will replace that Director as a voting member of the Board.

Section 9. Removal of Officers. Any officer of the organization may be removed from their officer position, with or without cause, by a majority vote of the Board of Directors at any regular or Special Meeting of the Board.

Removal from an officer position does not automatically remove the individual from their position as a Director unless separately acted upon by the Board in accordance with these Bylaws.

Section 10. Place of Meetings. Notwithstanding anything to the contrary provided in the Bylaws, any meeting of the Board of Directors may be held at any place within or without the State of Texas.

Section 11. Regular Meetings. Regular meetings of the Board of Directors shall be held at least one (1) time per quarter at the place and time designated by the President.

Section 12. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called at any time by order of the President or by a quorum of the members of

the Board. Written notice of the date, time, and place and the purpose of the special meeting shall be given at least three (3) days in advance of the meeting, unless all Directors waive notice in writing or by attendance without objection.

Attendance of a Director at a special meeting constitutes a waiver of notice, unless the Director attends solely for the purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

Special meetings of the Board of Directors are generally closed to non-Directors. The Board may invite specific individuals or enter executive session (closed portion) as needed for confidential matters such as personnel issues, member discipline, legal concerns, or conflict resolution.

Section 13. Resolution of Conflicts. If the Directors cannot agree on some decision that needs to be made or if an insoluble dispute arises involving this organization, its officers or directors, then this organization shall submit the said matter to mediation or arbitration.

Section 14. Conflict of Interest. A conflict of interest exists when the personal, financial, familial, or professional interests of a Director, officer, employee, committee member, or their immediate family member (spouse, child, parent, or sibling) could influence, appear to influence, or compete with the best interests of Seed to Summit Christian Homeschool Academy.

This includes, but is not limited to:

- Any contract, transaction, or arrangement between the organization and the individual (or a business/entity in which they have a material financial interest);
- Competing with the organization for services, resources, or opportunities;
- Accepting gifts, gratuities, or favors from vendors, contractors, or others who do or seek to do business with the organization; or
- Any situation that could impair the individual's objectivity or loyalty to the organization's mission, Statement of Faith, and 501(c)(3) purposes.

Any person with a potential conflict of interest must promptly disclose the material facts in writing to the Board of Directors (or President if the conflict involves the Board). The individual shall not participate in discussion or voting on the matter unless the Board determines (by majority vote of disinterested Directors) that no actual conflict of interest exists or that the transaction is clearly in the organization's best interest.

The minutes shall reflect that the conflict was disclosed, the individual abstained, and the basis for approval.

This policy is intended to protect the organization's integrity, comply with Texas law and IRS expectations for 501(c)(3) organizations, and prevent private inurement.

ARTICLE V – AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION

Section 1. Amendment Proposal. Members and Directors may recommend amendments to these Bylaws or to the Articles of Incorporation. A proposed amendment must be provided in writing to the Board of Directors, who will then provide to the membership for review.

Section 2. Review Period. Any proposed amendment shall go through a period of initial review no fewer than thirty (30) days prior to the meeting at which the amendment will be considered, to allow for review and comment. After this initial review period, the final proposed amendment shall be distributed to all members.

Section 3. Voting. A vote on the amendment shall occur at the Annual Business Meeting or at a special meeting scheduled no fewer than ten (10) days and no more than fourteen (14) days after distribution of the final proposed amendment.

Thereafter, at a meeting following the appropriate notice, such amendment shall be approved if a supermajority of at least three-fourths (3/4) of members in good standing present at the meeting voted in favor of the proposed amendment.

ARTICLE VI – MISCELLANEOUS PROVISIONS

Section 1. Records. The organization shall maintain accurate and complete records of its activities, finances, and governance in accordance with applicable law. Such records shall include, but not be limited to, minutes of meetings of the Board of Directors and members, accounting records, and a current list of members and Directors.

All records shall be maintained in a manner consistent with sound business practices and shall be retained for such periods as required by law.

Records of the organization shall be made available for inspection by members or other authorized persons to the extent required by applicable law, at reasonable times and upon reasonable notice, as determined by the Board of Directors.

Section 2. Proxies. In any and every vote taken in a meeting of the Board of Directors which affects the activities and ministry of this organization, no proxies shall be allowed for the purpose of being included in any vote count. Similarly, in any and every vote taken in a meeting of the Seed to Summit Members which affects the activities and ministry of this organization, no proxies shall be allowed for the purpose of being included in any vote count.

Section 3: Indemnification. This organization shall indemnify each officer and director of this organization against any personal loss or judgment that he/she may suffer as a result of having served in their respective capacities to the full extent allowed by Texas law.

Further, this organization does hereby elect to be covered by the Texas Charitable Immunity and Liability Act of 1987, §84.001 et.seq. of the Texas Civil Practice & Remedies Code.

This indemnification, however, shall not cover any willful or malicious acts of any officer or director, whether serving in their respective capacities or not.

Certificate of Adoption:

The foregoing Bylaws consisting of six (6) pages were duly adopted by the Board of Directors of **Seed to Summit Christian Homeschool Academy**, at a duly held meeting on the day of 05/06/2026.