

**BYLAWS**  
**OF**  
**LEAD, INC., LEARNERS AND EDUCATORS OF ATLANTA AND DECATUR**  
(Amended and Restated as of June 13, 2021)

**Article I. Introduction**

Learners and Educators of Atlanta and Decatur (LEAD) was established as a secular, inclusive, homeschool group in March 2000 to serve the specific needs of the Atlanta area homeschool community. LEAD is a nonprofit organization.

**Article 2. Mission**

**Mission Statement**

LEAD Inc. is a collective of parents and children who create a vibrant homeschool support community. LEAD is a secular, apolitical, and inclusive group where all are welcome and interactions are based on mutual respect and sharing of information relating to homeschooling.

LEAD is primarily a volunteer organization created for and by the Board, Committee, and General Members, dedicated to serving their ever-changing needs.

The purpose of the organization is to:

- Foster a sense of community among those who are involved in home education or who are seeking educational alternatives.
- Provide educational activities such as classes, cultural arts excursions, field trips, parent support meetings and on-line forums.
- Provide social activities to include arts performances, visual arts presentations, seasonal parties, weekly park days and teen outings.
- Disseminate information about home education and educational opportunities in the area.
- Support families new to home education.

This document and LEAD practices should be updated from time to time to better reflect current General Membership needs.

### **Article 3. Membership**

The Board shall have authority to promulgate appropriate policies and procedures, consistent with LEAD's mission and status as a 501(c)(3) organization, to offer General Memberships on such terms and under such conditions as it deems advisable. Terms and conditions of membership, and appropriate policies and procedures applicable thereto, shall be clearly stated on the LEAD website and communicated to individuals who are purchasing General Membership.

For the sake of clarity, and notwithstanding anything to the contrary contained herein, the terms 'General Member(s)' or 'General Membership(s)' are to be construed as separate and distinct from any references to LEAD Board members. Only the LEAD board members per their position would fall under the legal definition of the term 'member(s)' as defined in the Georgia Nonprofit Corporation Code. Beyond the language used specifically herein to refer to the LEAD Board or Committee, the terms 'General Members' or 'Memberships' shall in all instances refer to the body of homeschoolers who sign up to join the LEAD co-operative in order to have access to all of LEAD's offerings.

### **Article 4. Operations**

#### **Section 4.1 LEAD Board of Oversight**

The LEAD Board of Oversight shall be the primary governing body of the organization. The Board shall provide clear direction, access to resources in LEAD and credibility in the community. The Board shall be responsible for carrying out the mission and purpose of the organization. The Board shall set policies and tend to legal matters as required.

#### **Section 4.2 Composition**

The Board members shall comprise an odd number of voting members and be no less than five members in size and no more than eleven. The Board may decide to change the number of its members prior to an announcement of the election, either adding or reducing the number of elected or appointed positions, so long as such number is consistent with both the Articles of Incorporation and these Bylaws. The Board shall create such procedures for the selection of Board members, including the development of criteria for selection, as it deems in the best interest of the Corporation and in keeping with the Georgia Nonprofit Corporation Code, its mission, and its status as a 501(c)(3) tax-exempt entity.

#### **Section 4.3 Vacancies**

Vacancies on the Board shall be filled by the decision of the majority of LEAD Board members, and each person so appointed shall be a member for the remainder of the vacated term.

#### **Section 4.4 Meetings**

Section 4.4 Meetings The Board shall decide on the dates and the places of its regular meetings. Regular board meetings shall be held a minimum of four times annually. Notice of each regular meeting may be provided as determined by the board, including by email, or the Board may

provide, by resolution, the time and place for holding regular meetings without other notice than such resolution.

Special meetings of the Board may be called by or at the request of the President or by any two of the directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board, or specify that the meeting will be held by electronic or telephonic means. Notice of any special meeting shall be given in writing: (a) at least two days in advance of such meeting if delivered in person, by facsimile, or by electronic transmission (including email); or (b) at least seven days in advance of the meeting if given by U.S. mail, in which case notice will be deemed given when it has been deposited in the United States mail, postage prepaid, addressed to the director at his or her address as it appears on the records of the Corporation. Except as otherwise provided in these Bylaws, neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting. However, notice of special meetings must specify the date, time, and place of the meetings. Notice can be waived at any time before or after the meeting in writing, if signed and delivered for inclusion with the minutes. Attendance at or participation in a meeting constitutes waiver of notice unless the director expressly objects, at the beginning of the meeting, to the holding of the meeting and does not afterward vote for or assent to any action taken at the meeting.

For the avoidance of doubt, videoconferencing technology may be used for meetings when necessary or desirable at the discretion of the Board. The person or persons authorized to call special meetings of the Board may choose to set the meeting to be held by videoconferencing or any other telephonic or electronic means, which shall be specified in the notice.

#### **Section 4.5 Voting Rights and Quorum**

The Board shall be able to conduct business if a quorum of two-thirds ( $\frac{2}{3}$ ) is present and the President and secretary pro tem are present. All Board members have full voting rights on the Board and shall represent one vote. A simple majority shall be required to pass a motion. Board members may vote by proxy if unable to be physically present.

#### **Section 4.6 Minutes**

The minutes of the meetings shall be recorded and then submitted by the Secretary for approval by the Board by email prior to the next meeting. The Secretary shall publish the minutes in a place on the LEAD website that is visible to and accessible by the General Membership.

## **Article 5. Officers**

### **Section 5.1 Role of Officers**

The Offices of the Board are functional. Officers do not govern and derive no authority. All officers can call special meetings as deemed necessary.

#### **Section 5.1.1 Term of Office**

The term of office shall be one year. Officers may be re-appointed by the Board for additional terms, if no other qualified candidates are available to serve.

#### **Section 5.1.2 Role of the President**

The President shall preside as official representative of the organization and be the central point of communication. The President or a designee shall preside at all Board meetings and General Membership meetings. The President shall be appointed by the Board. If the President is unable to serve, the Board will vote by proxy or special meeting.

#### **Section 5.1.3 Role of the Secretary**

The Secretary shall keep complete records and minutes of meetings of the organization and the Board, handle all official correspondence, and be custodian of all official records except as shall be required of the Treasurer. At the completion of the term of office, the Secretary shall hand over to the succeeding Secretary all official books and records. The Secretary shall be appointed by the Board.

#### **Section 5.1.4 Role of the Treasurer**

The Treasurer shall receive and be custodian of all funds of LEAD and all financial papers. Full records are to be kept and regular reports presented to the Board. The Treasurer shall make all reports to governmental bodies as needed. Prior to expenditure, the Board must approve all non-budgeted expenses in excess of the current Board's specifications in the Policies and Practices Manual. The Treasurer or one of the other designated signatories for LEAD's bank account will prepare all checks. A majority of the Board, prior to payment, must approve all donations and distributions. The Treasurer shall submit an annual budget to be approved by the Board. At the completion of term of office, the Treasurer shall hand over to the succeeding Treasurer all financial papers, records and funds. The Treasurer shall be appointed by the Board.

## **Article 6. Finances**

### **Section 6.1 Reimbursements**

Reimbursement of out-of-pocket expenses may be made by the Treasurer when appropriate receipts are produced and recorded.

## **Section 6.2 Compensation**

Members of LEAD and its Board of Oversight shall not receive fees, salaries or other compensation for their volunteer involvement in LEAD.

However, as per non-profit law in the State of Georgia, the LEAD Board may, as it deems necessary, compensate individuals within the organization perform services, functions, and duties as independent contractors for tax and legal purposes.

The individuals performing these services as independent contractors shall report directly to the Board, and shall be ineligible to hold an officer position within the Board or have a vote in Board matters related to their position. The Board shall determine appropriate compensation for the position, and expectations for these services. All independent contractors shall provide the LEAD Board with an invoice for work completed each semester.

## **Article 7. Dissolution**

LEAD shall use its funds only to accomplish the objectives as set forth in these Bylaws and no part of said funds shall be used by or distributed to the members, except as reimbursements for authorized expenses incurred on behalf of LEAD. In the event of dissolution, the Board of Oversight, in keeping with the purposes for which the organization was formed, shall distribute the remaining property and assets of the corporation to other non-profit organizations.

## **Article 8. General and Miscellaneous Provisions**

### **Section 8.1 Amendments to the Bylaws**

All or part of these Bylaws may be amended or altered by the affirmative vote of two-thirds ( $\frac{2}{3}$ ) majority of Board members. Notice of any proposed amendment or alteration shall, unless waived, have been given at least one month prior to the meeting during which such action is proposed to be taken. The notice must specifically state that one of the purposes of such meeting is to amend the Bylaws. No notice is required to amend the Bylaws by written consent. Any Bylaws must be consistent with the Articles of Incorporation, it being understood that Bylaws that conflict with the Articles will be void as a matter of law.

### **Section 8.2 Membership List**

General Membership lists and/or mailing lists maintained by LEAD may not be distributed, sold, or shared with any other group or organization.

**Section 8.3 Indemnification**

To the full extent permitted by law, each individual who was or is a party to any pending or completed legal action or proceeding, wherever brought and whether criminal, civil, administrative or investigative, by reason of him or her having been a director, officer, employee or agent of LEAD, shall be indemnified by LEAD against expenses, including reasonable attorney's fees, judgments, fines and amounts paid in settlement with such action, unless the conduct which gave rise to the action or proceeding was willful in nature. The indemnification provided by this section shall continue to an individual who has ceased to be a director, officer, employee or agent. The Board shall obtain whatever insurance they deem necessary to protect LEAD against this or any other risk, to the full extent and in such circumstances as is permitted under Georgia law or such other applicable statute.