

BYLAWS
OF
BRANCHES CHRISTIAN COOPERATIVE

ARTICLE I – NAME

The name of the organization shall be **Branches Christian Cooperative** (the “Cooperative”).

ARTICLE II – PURPOSE

Section 2.1 Charitable and Educational Purpose

This Cooperative is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Cooperative exists to support and encourage Christian homeschooling families by providing Christ-centered educational instruction, enrichment programs, fellowship opportunities, and discipleship activities grounded in biblical principles and academic excellence.

Section 2.2 Statement of Faith

All activities of the Cooperative shall be conducted in accordance with its Statement of Faith as adopted by the Board of Directors.

ARTICLE III – NONPROFIT STATUS & LIMITATIONS

Section 3.1 Nonprofit Operation

The Cooperative shall be operated exclusively as a nonprofit corporation. No part of the net earnings shall inure to the benefit of, or be distributable to, its Directors, Officers, members, or other private persons, except that the Cooperative shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its exempt purposes.

Section 3.2 Political and Legislative Activities

No substantial part of the activities of the Cooperative shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Cooperative shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3.3 Dissolution

Upon the dissolution of the Cooperative, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to one or more organizations that are organized and operated exclusively for religious, charitable, or educational purposes and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose.

ARTICLE IV – MEMBERSHIP

Section 4.1 Membership Composition

Membership consists of enrolled homeschooling families who:

- Affirm the Cooperative's Statement of Faith
- Agree to abide by Cooperative policies
- Complete enrollment requirements

Section 4.2 Voting Members

Each enrolled member family shall have one (1) vote on matters reserved to the community under these Bylaws.

Section 4.3 Responsibilities

Member families agree to participate cooperatively, volunteer as required by policy, and uphold behavioral and community standards.

Section 4.4 Discipline and Removal

Membership may be suspended or terminated by the Board of Directors for conduct inconsistent with the mission, policies, or Statement of Faith of the Cooperative.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 Authority and Governing Body

The Cooperative shall be governed by a Board of Directors (the “Board”), which shall serve as the sole legal and fiduciary governing body of the corporation under Alabama nonprofit corporation law and for purposes of Section 501(c)(3) of the Internal Revenue Code.

The Board shall have full and final authority over the affairs of the Cooperative, including but not limited to:

- Spiritual and mission oversight
- Financial management and budget approval
- Adoption, amendment, and enforcement of policies
- Membership discipline and removal
- Confirmation and removal of Officers, Leadership Committee members, and Administrative Team members
- Oversight of all delegated leadership and operations
- Temporary filling of Board vacancies

The Board may delegate operational and advisory responsibilities to committees, Officers, or teams as provided in these Bylaws; however, all delegated authority remains subject to Board oversight, accountability, and revocation.

Section 5.2 Number and Qualifications

The Board shall consist of five (5) Directors.

Directors must:

- Affirm the Statement of Faith
- Meet leadership qualifications established by Board policy
- Demonstrate Christian character, maturity, and sound judgment

In addition to the qualifications set forth herein, Directors shall meet the same spiritual, character, and experiential qualifications required of Leadership Committee members, including demonstrated Christian maturity, active church involvement, and the ability to provide spiritual and relational leadership within a Christian community.

Section 5.3 Terms

Directors shall serve staggered three (3) year terms and may be re-elected without limitation.

Section 5.4 Election of Directors

Directors shall be elected at the Annual Meeting by community vote.

- Each enrolled family has one (1) vote.
- Each current Director has one (1) vote.

Election requires a simple majority of votes cast at a meeting with a quorum.

Section 5.5 Removal of Directors

A Director may be removed:

1. By a two-thirds (2/3) vote of the remaining Directors; OR
2. By a majority vote of the community at a meeting with quorum.

Grounds for removal may include:

- Failure to uphold fiduciary duties
- Violation of the Statement of Faith
- Conduct detrimental to the Cooperative
- Failure to fulfill Board responsibilities

Section 5.6 Vacancies

Board vacancies may be temporarily filled by majority vote of the remaining Directors.

Such appointment must be confirmed or replaced by community vote at the next Annual Meeting.

Section 5.7 Board Quorum

A quorum shall consist of a majority of Directors then in office (three (3) of five (5)).

No official Board action may occur without quorum present.

Section 5.8 Board Voting

Except where otherwise required in these Bylaws, Board decisions shall require a majority vote of Directors present at a meeting with quorum.

Directors shall be afforded reasonable opportunity to raise concerns, request additional information, or delay action for prayerful consideration before final vote, except in cases of emergency.

Section 5.9 Notice of Meetings

Notice of any regular or special meeting of the Board shall be provided to all Directors not less than forty-eight (48) hours in advance, unless waived.

Notice may be given by email, text message, or other reasonable electronic communication.

The notice shall include the date, time, location (or virtual access information), and general purpose of the meeting.

A Director may waive notice in writing or by attendance at the meeting.

Section 5.10 Special Meetings

Special meetings may be called by:

- The President, OR
- Any two (2) Directors

Special meetings require the same notice requirements as regular meetings unless waived by unanimous consent.

Section 5.11 Action Without Meeting (Unanimous Written Consent)

Any action required or permitted to be taken by the Board may be taken without a meeting if:

- All Directors then in office consent in writing to the action; AND
- Such consent is documented and included in the official records of the Cooperative.

Written consent may be provided electronically.

Any action taken by unanimous written consent shall be recorded in the minutes of the next Board meeting.

Section 5.12 Protection Against Circumvention

No Board action shall be valid unless:

- All Directors were provided proper notice; OR
- The action was approved by unanimous written consent of all Directors.

Failure to provide notice invalidates the action unless waived unanimously.

ARTICLE VI – OFFICERS AND LEADERSHIP STRUCTURE

Section 6.1 Officers

The Board shall elect from among its Directors:

- President
- Treasurer
- Secretary

Additional Officers may be appointed as needed.

Officers serve one-year renewable terms.

Section 6.2 Duties

President: Presides at meetings and ensures execution of Board decisions.

Treasurer: Oversees finances, reporting, and regulatory compliance.

Secretary: Maintains minutes and official records.

Section 6.3 Leadership Committee

Section 6.3.1 Purpose and Role

The Leadership Committee serves as a Board-appointed leadership body that provides spiritual oversight, policy recommendations, and operational leadership for the Cooperative, consistent with its mission, Statement of Faith, and Board-adopted policies.

Section 6.3.2 Appointment and Confirmation

Members of the Leadership Committee shall be appointed by the Board of Directors in accordance with procedures established by Board policy.

The Board retains full discretion to appoint, reappoint, or decline to appoint any individual based on qualifications, conduct, or the best interest of the Cooperative.

Section 6.3.3 Authority and Accountability

The Leadership Committee operates under the authority of the Board of Directors and does not possess independent governing or fiduciary authority.

The Board retains final decision-making authority over finances, membership, discipline, policies, and any matter with legal or fiduciary implications.

Section 6.3.4 Terms and Vacancies

Leadership Committee members shall serve three (3) year terms and may be reappointed without limitation at the discretion of the Board of Directors.

Vacancies may be filled by Board appointment for the remainder of the unexpired term or for a new full term, as determined by the Board.

ARTICLE VII – COMMUNITY MEMBERSHIP & VOTING

Section 7.1 Voting Rights

Those eligible to vote on matters reserved to the community shall include:

- Each enrolled family has one (1) vote.
- Each current Director has one (1) vote.

Section 7.2 Matters Requiring Community Vote

Community vote is required for:

- Election of Directors
- Removal of Directors (if initiated by community)
- Major amendments to the Bylaws
- Any other matter the Board submits to the community

Section 7.3 Community Quorum

Quorum for any community vote shall consist of:

- Fifty percent (50%) of active member families
PLUS
- A majority of Directors then in office.

No vote may proceed without quorum.

Section 7.4 Voting Threshold

Unless otherwise specified in these Bylaws:

- Director elections and removals require simple majority.
- Bylaw amendments require two-thirds (2/3) majority of votes cast.

ARTICLE VIII – CONFLICT OF INTEREST POLICY

Section 8.1 Purpose

The purpose of this Conflict of Interest Policy is to protect the Cooperative's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or key volunteer.

Section 8.2 Definition of Conflict

A conflict of interest arises when a Director or Officer has a financial or personal interest in a matter under consideration by the Board.

Section 8.3 Disclosure

An interested person must disclose the existence of any financial or personal interest and all material facts to the Board prior to discussion or vote.

Section 8.4 Recusal

The interested person shall not vote on the matter and may be asked to leave the meeting during discussion and vote.

Section 8.5 Documentation

The minutes shall reflect:

- The disclosure
 - Any recusals
 - The Board's determination
 - The final vote
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ARTICLE IX – INDEMNIFICATION

To the fullest extent permitted under Alabama nonprofit law, the Cooperative shall indemnify any Director or Officer who was or is a party to any proceeding by reason of their service to the Cooperative, provided such individual acted in good faith and in a manner reasonably believed to be in the best interest of the Cooperative.

The Cooperative may purchase and maintain insurance to protect Directors and Officers against liability.

Indemnification shall not apply to acts of fraud, willful misconduct, or knowing violation of law.

ARTICLE X – RECORDS & TRANSPARENCY

Section 10.1 Records

The Cooperative shall maintain:

- Accurate minutes of Board and community meetings
- Financial records and budgets
- Governing documents and policies
- A current roster of Directors and Officers

Records shall be maintained in accordance with applicable law.

Section 10.2 Member Access to Records

Active member families may inspect governing documents and financial summaries upon reasonable written request, subject to privacy limitations and applicable law.

The Board may establish reasonable procedures governing inspection.

Section 10.3 Annual Reporting

The Board shall provide at least one annual financial summary to the community.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended only by:

1. A two-thirds (2/3) majority vote of the community at a meeting with quorum; OR
 2. A unanimous vote of the full Board, followed by ratification at the next Annual Meeting with a quorum by community vote with a simple majority.
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ARTICLE XII – NON-SCHOOL STATUS

Branches Christian Cooperative is not a school or childcare provider. Parents remain the primary educators and are responsible for compliance with Alabama homeschool laws.

CERTIFICATION

These Bylaws were adopted by the Board of Directors on the 9th day of March, 2026.