

BY-LAWS
of
UNITAS CLASSICAL CHRISTIAN COOPERATIVE, INC.

PREAMBLE

It is the desire of Unitas Classical Christian Cooperative, a Maryland non-stock corporation in existence since 2005, to amend and restate its By-laws, on behalf of the Board of Directors, to be effective June 6, 2017.

ARTICLE I
NAME AND PURPOSES

Name. The name of the organization is Unitas Classical Christian Cooperative, Inc. (the "Corporation").

Purpose. Said corporation is organized exclusively for charitable, religious, and educational 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, or the corresponding section of any future federal tax code. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE II
DOCTRINAL STATEMENT

The Doctrinal Statement, also known as the Statement of Faith, of the Corporation shall be altered only by unanimous vote of the Board of Directors ("the Board"). Every Director, upon election, and employee of the Corporation, upon hiring, shall affirm and sign the Statement of Faith; also, each Director and employee shall annually affirm the Statement of Faith either electronically or by signing a hard copy.

ARTICLE III
ORGANIZATION

Principal Office. The principal office of the corporation shall be in the State of Maryland. The current principal office and current registered office of the Corporation is located at 12512 Kavanaugh Ln., Bowie, MD. The Corporation may have offices at such other places within or without the State of Maryland as the Board may determine.

Stock Issuance. The Corporation shall not have or issue shares of stock. No dividends will be paid.

Prohibitions. 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 Article Third hereof. 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.

Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. which are organized and operated exclusively for such purposes.

ARTICLE IV MEMBERS

Qualifications. Membership may be granted to any individual that supports the mission and purposes of the organization, and who pays the annual fees as set by the Board. Members shall have no voting rights.

Termination of Membership. The Board, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of fees.

Resignation. Any member may resign by filing a written resignation with the Secretary or their established representative; however, such resignation shall not relieve the member so resigning of the obligation to pay any fees or other charges theretofore unpaid.

Fees. Annual fees and tuition for members shall be established by the Board.

Meetings. Meetings for members of the Corporation will generally be held the first Monday of each month with no less than one meeting held per quarter. A minimum of 10% of the members present in person or by proxy shall constitute a quorum for transaction of business at a monthly meeting. Meetings may be called by the Chairperson, other Board members, or at the request of at least 10% of the members by notice mailed, telephoned, or electronically communicated to each member not less than fifteen (15) days before such meeting.

ARTICLE V AUTHORITY AND DUTIES OF DIRECTORS

Authority of Directors. The Board is the policy-making body and may exercise all the powers and authority granted to the Corporation by law to manage the activities and operations of the Corporation, including but not limited to, the establishment of corporate policies to accomplish the purposes of the Corporation, management of all of the financial matters of the Corporation, management and disposition of all property and assets of the Corporation, and determination of how to raise any funds for and on behalf of the Corporation.

Number, Selection and Tenure. The board shall be comprised from families with students actively enrolled in the cooperative, with both the husband and wife co-serving. The Board shall consist of not less than four (4) directors and not more than one couple per existing committee (Presently there are 6 committees, yielding a maximum of 12 directors). Each director shall hold office for a minimum term of one (1) year with no maximum term limit. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the Chairman shall choose the succeeding director. Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written

notification and a majority vote of the board.

Removal. The Board may, by majority vote, with good cause shown, remove any Director from office and replace such individual by majority vote of the Board. A Board meeting notice must state that the purpose or one of the purposes of the meeting is the removal of a Director.

Regular Meetings. The Board shall generally hold four (4) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Notice. Meetings may be called by the Chairman or at the request of any two (2) directors by notice of email, mail or telephone to each member of the Board not less than forty-eight (48) hours before such meeting.

Quorum. A quorum shall consist of a majority of the Board attending a meeting in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at a meeting, a majority of the directors present may adjourn the meeting on that occasion without further notice.

Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board (including amendment of these By-laws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Committees. The Board may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which may include non-Board members. Board members will be assigned and function as Chair of existing board committees. Chairs will establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

Adding New Board Members. There shall be a majority vote for nominating new members to the Board. Each participating member of the Board shall have one (1) vote.

Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

ARTICLE VI AUTHORITY AND DUTIES OF OFFICERS

Officers. The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other officers as the Board may designate. Any two (2) or more offices may be held by the same person, except the offices of Chairman and Treasurer.

Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board at a regular meeting of the Board or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board. A Board officer's term of service in office is one (1) year minimum with no maximum term limit. Officers shall hold office until a successor is duly elected and qualified. Board officers may succeed themselves in office.

Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Removal. An officer may be removed by a majority vote of the Board at a meeting, or by action in writing pursuant to Article V, with or without cause, whenever in the Board's judgment the best interests of the Corporation will be served thereby.

Chairman. The Chairman shall be a director of the Corporation and will preside at all meetings of the Board. The Chairman shall perform all duties attendant to that office, subject, however, to the control of the Board, and shall perform other duties as on occasion shall be assigned by the Board.

Vice-Chairman. The Vice-Chairman shall be a director of the Corporation and will preside at meetings of the Board in the absence of or request of the Chairman. The Vice-Chairman shall perform other duties as requested by the Chairman or assigned by the Board.

Secretary. The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board in the books proper for that purpose. The Secretary shall perform other duties as occasionally may be assigned by the Board.

Treasurer. The Treasurer shall report to the Board at each regular meeting on the status of the Corporation's finances and provide oversight on the receiving and disbursing of funds by designated personnel of the corporation in accordance with the directives of the Board. The Treasurer is to keep the Board informed of any unusual financial situations and shall also perform other duties as occasionally may be assigned by the Board.

Paid Staff. The Board may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE VII INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VIII CONFLICTS OF INTEREST

The Corporation may enter into a contract or transaction with one or more of its directors or a corporation, firm, association, or any other entity in which one or more of the Corporation's directors are directors or have direct or indirect interest if: The material facts of the transaction and the director's interest were disclosed or known to the Board or a committee of the Board and the Board or committee approved and authorized the transaction; and the transaction was fair to the Corporation.

ARTICLE IX FINANCIAL ADMINISTRATION

Fiscal Year. The fiscal year of the Corporation shall be July 1 – June 30 but may be changed by resolution of the Board of Directors.

Payables. All checks, orders for the payment of money, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Chairman or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board.

Records. The Treasurer shall keep accurate records of the Corporation's financial activities and at the end of the fiscal year shall prepare an annual financial report.

ARTICLE X BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept by the Secretary. These shall include a minute book, which shall contain a copy of these By-Laws, the Articles of Incorporation and all minutes of meetings of the Board.

**ARTICLE XI
AMENDMENT OF BY-LAWS**

These By-laws may be amended by a majority vote of the Board, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting.

Board Member Name, Signature/Date: _____/_____

Board Member Name, Signature/Date: _____/_____

Secretary Name and Signature/Date: _____/_____