

# Bylaws of Tutoring2Inspire

## Article I: Name and Purpose

### 1. Name of the Organization

- The name of the organization shall be **Tutoring2Inspire**.

### 2. Purpose and Mission

- **Purpose:** Tutoring2Inspire exists to bridge global gaps in opportunity through the power of language, education, and cultural exchange. We believe that access to knowledge, especially English, can open doors for students around the world.
- **Mission Statement:** Tutoring2Inspire is a 501(c)(3) non-profit dedicated to providing personalized learning experiences that foster both academic growth and global awareness. Domestically, we support elementary and middle school students through free, individualized tutoring sessions. Internationally, we empower students in underserved communities by offering immersive, cross-cultural learning experiences that build confidence, communication skills, and a broader worldview.

### 3. Nonprofit Status

- Tutoring2Inspire is a nonprofit organization under the laws of Texas as of **1/12/2025**, and its operations are in compliance with state and federal regulations for charitable organizations.

# Article II: Organizational Structure

## Section 1: Organizational Hierarchy & Tiers:

### 1. Executive Board of Directors

The Executive Board of Directors is the formal governing body of Tutoring2Inspire but delegates supreme authority to the Chief Executive Officer (CEO) and Executive Director. The Executive Board of Directors consists of the core student co-founders and one secretary, whose primary role is to fulfill legal and organizational requirements:

- **Co-founder & Chief Executive Officer:** Jay Panta
- **Co-founder & Executive Director:** Sam Keon
- **Secretary:** Masaki Kimura

#### Responsibilities

- The CEO and Executive Director are entrusted with making all final decisions regarding the strategic vision, operations, and governance of the organization.
- The Executive Board may review and discuss board-level actions and amendments, but the CEO and Executive Director have the ultimate authority to approve or veto any such actions.
- The CEO and Executive Director serve as the public face and executive leadership of Tutoring2Inspire and lead all domestic and international initiatives.
- The Secretary maintains voting rights and participates in board discussions but primarily serves to ensure compliance with legal, governmental, and organizational requirements.
- The Secretary's role is supportive and administrative, and while they may vote on board matters, their vote does not carry equal weight to that of the CEO and Executive Director.

#### Authority

- Supreme decision-making power resides with the CEO and Executive Director, who may jointly overrule any decision at their discretion.
- The Secretary's authority is limited to legal and procedural matters, and they may not override decisions made by the CEO and Executive Director.

- The Board structure is designed to comply with legal requirements while ensuring that executive leadership remains with the CEO and Executive Director.

## **2a. Board of Advisors**

The board shall consist of adult professionals and supporters of the organization who bring valuable experience, fundraising potential, and overall guidance.

### **Responsibilities:**

- Provide strategic advice, mentorship, and financial oversight.
- Assist with fundraising, partnership building, and expansion efforts.
- Support the Executive Board of Directors in its mission and vision.

### **Voting Rights:**

The Board of Advisors may vote on internal proposals or initiatives; however, all decisions are subject to approval or veto by the Executive Board of Directors.

## **2b. Senior Internal Officers**

Senior Internal Officers support key areas of operation and are appointed by the Executive Board of Directors. They may or may not be members of the Executive Board of Directors. The Secretary, although part of the Executive Board of Directors, also serves as a Senior Internal Officer.

### **Current Roles Include:**

- **Director of Nepali Programs (Yash Raj Sharma):** Oversees tutoring and cultural exchange activities as well as student-tutor logistics within Nepal.
- **Tutor Operations Coordinator (Sonarka Das):** Manages the end-to-end logistics for U.S.-based tutors
- **Administrative Director (Matthew Li):** Serves an advisory role for all other Senior Internal Officers as well as general officers to ensure all current operations are up-and-running effectively and efficiently
- **Secretary (Masaki Kimura):** Helps support effective communication within the organization and organize administrative meetings
- **Additional officer roles** (e.g., Senior Outreach Associate, Events Coordinator, U.S. Program Manager) may be created as needed by the Executive Board of Directors.

## **Responsibilities:**

- Manage day-to-day operations in their designated area.
- Report directly to the Executive Board of Directors.
- Help execute the nonprofit's mission on both domestic and international fronts.

## **3. Volunteer Members**

Volunteers play a critical role in implementing the nonprofit's services, cultural programs, and outreach efforts, both domestically and internationally.

- **Responsibilities:** Volunteer members assist with delivering services, programs, and events. They may serve in roles such as tutors, event coordinators, or administrative assistants. All Volunteers must act in a way that follows our mission statement, and any defiance of these regulations can and will be followed up with serious consequences.
- **Privileges:** Volunteer members may receive special recognition and appreciation for their contributions to the organization and may participate in training sessions or community events.

## **4. General Members**

General members support the nonprofit by attending events, donating, and spreading awareness of both the educational and cultural exchange components of our mission.

**General Members include ALL students, cultural exchange participants, parents, donors, general supporters, and more.**

- **Responsibilities:** General members support the nonprofit by attending events, donating, and spreading awareness of the organization's mission.
- **Privileges:** General members receive newsletters and updates on the organization's progress and may be recognized for their support.

## **Section 2: Admission to Membership**

- Individuals may apply for membership by submitting an application form to an officer/board member or a designated representative (almost always the CEO or Executive Director). A member or members of the Executive Board of Directors will review applications and determine eligibility for each class of membership based on the organization's needs and criteria.

- If approved by the CEO and Executive Director, any individual may skip the application process and immediately assume the role appointed to them by the Executive Board of Directors.

## **Section 3: Rights and Duties of Members**

- Members in each class shall have specific rights and duties, which will be defined further in the organization's operational documents and volunteer agreements.
- All members are expected to uphold the mission and values of the organization and contribute to its success.

*\*\*\*If any members are agreed to have not fulfilled their duties of the organization, the CEO or Executive Director may take any action they see fit to resolve the situation (see below for more information)\*\*\**

### **Board and Officer Vacancies:**

#### **Section 1: Resignation**

- A Board member or Officer may resign by submitting written or verbal notice to a Co-founder (or a CEO/Executive Director, if applicable). The resignation will take effect immediately or as specified.

#### **Section 2: Removal**

- A board member or officer may be removed for failure to perform duties or unethical behavior. Removal requires a petition from 50% of the Officers and a two-thirds majority vote, followed by approval from both the CEO and Executive Director.

#### **Section 3: Filling Vacancies**

- **Other Vacancies:** Vacancies for other Board positions are filled by a majority vote of the Board within 30 days. If any board members or officers suggest another individual to replace one of the vacated ex-board members, a simple approval from the CEO and Executive Director will suffice.

#### **Section 4: Temporary Vacancies**

- If a board member or officer is absent for more than 30 days, a temporary replacement may be appointed by the Executive Board of Directors until the member returns or a permanent replacement is chosen.

#### **Section 5: Temporary Roles on the Executive Board**

- If a temporary position is needed on the Executive Board, then the CEO and/or Executive Director may appoint or promote a member to serve a finite term on the Executive Board of Directors

# Article III: Executive Board of Directors

## 1. Composition of the Executive Board of Directors

- The Executive Board of Directors shall consist of a minimum of 3 members, always including the **CEO, Executive Director, and Secretary**

## 2. Powers and Responsibilities

- The Executive Board of Directors shall be responsible for overseeing the direction and strategy of the organization, including financial oversight, fundraising, and ensuring that the mission is carried out effectively.

## 3. Terms of Service

- Board members shall serve for a term of 1 year. Members may be re-elected for subsequent terms.
- There is no limit on consecutive terms.

## 4. Election and Appointment of Board Members

- Board members will be nominated and elected by current board members, and approved by **BOTH** the CEO **and** the Executive Director at the annual meeting or by special election as needed.

## 5. Meetings of the Board

- The Board shall meet at least *bimonthly* with the option to call special meetings when needed.
- Board meeting notices should be given at least 24 hours in advance.
- Quorum for meetings: A majority of Board members must be present for decisions to be valid. During annual meetings, all members of the board must be present

## 6. Voting Procedures

- A unanimous vote by the board automatically passes; if the vote is not unanimous, yet still a majority, then it may pass with approval from the CEO **AND** Executive Director. If the vote is a minority, then it does not pass; however, in critical situations, if both the CEO and Executive Director agree, executive orders **MAY** be passed.

## 7. Removal of Board Members

- Procedure for removing Board members (e.g., for non-performance, failure to attend meetings, or unethical behavior)—Look Below:

# Article IV: Officers

## 1. Officers and Duties

- The organizations officers, which includes the Executive Board, Advisory Board, and the Senior Internal officers, includes but is not limited to:
  - **Chief Executive Officer** (handles overarching operations and strategic initiatives for the organization)
  - **Executive Director** (focuses on specific divisions and operational aspects for the organization)
  - **Secretary** (responsible for documentation, e.g., keeping minutes/recordings of meetings, tracking volunteer hours, sending emails)
  - **Chairperson** (A member of the Advisory Board of Directors, helps foster connections and donations/grants)
  - **Government Liaison** (builds/maintains relationships between the government and other organizations or individuals)
  - **Senior Outreach Director** (directs the organization's community engagement and student recruitment strategy by managing a team of Junior Outreach Directors)
  - **Additional Officer Positions** (if applicable, e.g., CFO, U.S. Programs Manager, Administrative Operations Lead, etc.)

*\*\*\*During the annual meeting, new officers may be appointed\*\*\**

## 2. Election and Term of Office

- Officers will be elected for a term of 1 year
- Officers may be re-elected for subsequent terms.
- The CEO/Executive Director of this nonprofit shall be automatically re-elected

## 3. Removal of Officers

- Procedure for removing officers is generally the same as that of the removal of board members: typically for cause, and how replacements will be selected.

## Article V: Committees

### 1. Formation of Committees

- The Board may establish committees as needed to handle specific functions (e.g., fundraising, community outreach, finance).

### 2. Standing Committees

- Description of key standing committees (e.g., **Fundraising Committee**, **Tutoring Program Committee**).

### 3. Ad-Hoc Committees

- Temporary committees may be created by the board with the same process as all other decisions. The board will decide the renewal date and period.

### 4. Committee Leadership and Reporting

- Each committee will have a chairperson, who will report back to the full Board at regular meetings.

### 5. Cultural Exchange Committee

- Responsible for overseeing the planning and execution of international programs, including virtual cultural learning sessions and in-person trips abroad during the summer. This committee will develop resources and partnerships to promote global understanding through education.

*\*\*\*If committees fail to perform their tasks, the board may remove a committee by the same process as all other decisions.\*\*\**

# Article VI: Meetings

## 1. Annual Meeting

- The organization shall hold an **Annual Meeting** where key activities will be reported, and Board members will be elected.

## 2. Regular and Special Meetings

- Regular meetings of the Board of Directors and committees will be held per the agreed-upon schedule.
- Meetings may be called by the CEO or Executive Director.
- One-on-one meetings may be arranged between the CEO/Executive Director and the requestor
  - If a one-on-one meeting is desired between two members (in which one of the two isn't the CEO or Executive Director), then the purpose of the meeting and the attendees in the meeting must be approved by either the CEO or Executive Director.
  - **Any meetings between members MUST be approved by the CEO or Executive Director. The meeting MUST be recorded and Received by the Secretary.**

## 3. Notice of Meetings

- Notices for meetings shall be provided at least 24 hours in advance, specifying the time, date, and location.

## 4. Quorum and Voting

- A quorum for meetings shall be at least 50% of the total Board members.
- During the annual meeting, **ALL** board members must attend
- Decisions will be made using the same guidelines as all other decisions.

# Article VII: Financial Management

## Fiscal Year

- The fiscal year of the organization begins on January 1 and ends on December 31.

## Financial Oversight

- The CEO and Executive Director are jointly responsible for ensuring the financial health of the nonprofit and for reviewing financial reports regularly.
- Critical financial decisions require agreement between the CEO and Executive Director, with approval by at least 50% of the Board.
- In emergencies, either the CEO or Executive Director may approve urgent financial actions.

## Budget

- The Board approves an annual budget outlining expected income and expenses.

## Tax-Exempt Status

- The organization maintains its tax-exempt status and fulfills all necessary IRS filing and reporting requirements.
- Annual forms must be completed based on the organization's financial activity, typically due in April or May if following a traditional tax year.
- Small organizations with gross receipts of \$50,000 or less generally file IRS Form 990-N ("e-postcard").

## Fundraising Cycles

- Fundraising is organized in cycles (e.g., Summer, Fall), with tutors participating to help expand the donor pool.
- Donations are tracked by cycle and by the tutor who referred the donor.
- Donors contributing \$300 or more are highlighted as high-value donors.
- Outreach efforts incorporate impact metrics and storytelling to engage donors.
- Donor retention is monitored over time.

## **Fundraising Infrastructure**

- Systems are in place for tracking donations, planning fundraising activities, and recognizing donors.
- Calendars and messaging frameworks guide each fundraising cycle, including key dates and campaign goals.
- Tutor contributions to fundraising are recognized and tracked.
- Email templates support consistent communication with donors and tutors throughout each cycle.
- Metrics are used to illustrate the impact of donations (e.g., how many tutoring hours a donation funds).
- Regular communication and follow-up help maintain donor engagement and retention.
- Stories from students and tutors are collected to support fundraising communications.
- Internal processes and analytics support ongoing improvement of fundraising efforts.
- Organized digital file structures help maintain records related to fundraising, donor tracking, and impact measurement.

## Article VIII: Indemnification

### 1. Indemnification of Directors and Officers

- The organization may indemnify any director, officer, or volunteer to the fullest extent allowed by law, to protect them from personal liability in carrying out their duties.

Note: To address safety and liability concerns, all tutors and students are **required** to complete a liability waiver prior to participating in any Tutoring2Inspire activities. This policy is effective immediately.

## **Article IX: Conflict of Interest**

### **1. Policy**

- Board members, officers, and employees must disclose any personal interest in matters that come before the Board.
- The organization will follow a conflict-of-interest policy to ensure impartiality in decision-making.

# Article X: Amendments

## 1. Procedure for Amendments

- The Bylaws may be amended by a 75% majority vote of the Board of Directors + approval from the CEO and Executive Director.
- Notice of proposed amendments must be given in advance of the meeting where the vote will take place.
- Opportunities to amend the bylaws will be presented during *quarterly* meetings
- The CEO and Executive Director may amend these bylaws at any occasion they see fit

*\*\*\*If any attempt to amend these bylaws takes place without the CEO or Executive Director knowing AND approving, serious repercussions will be enforced\*\*\**

# Article XI: Integration of Other Nonprofits

## 1. Approval Process

- The incorporation of another nonprofit into Tutoring2Inspire must be approved by **both** the **CEO** and the **Executive Director**

## 2. Assessment and Due Diligence

- Prior to approval, the Board of Directors will conduct due diligence, including but not limited to:
  - A review of the nonprofit's mission, programs, and compatibility with Tutoring2Inspire's goals.
  - An audit of the nonprofit's financial records, liabilities, and assets.
  - Evaluation of any legal or contractual obligations associated with the nonprofit being incorporated.

## 3. Integration Plan

- Upon approval, the Board will develop a detailed integration plan that outlines:
  - How the nonprofit's programs and resources will be merged with Tutoring2Inspire.
  - How existing staff, volunteers, or Board members of the incorporated nonprofit may be retained or transitioned.
- Any necessary changes to Tutoring2Inspire's structure shall be made; however, they should follow the Tutoring2Inspire's Bylaws by all means, unless the CEO **and** Executive Director agree otherwise

## 4. Notification and Transparency

- The incorporation process will be conducted transparently, with timely communication provided to all stakeholders, including volunteers, members, and donors.

## 5. Alignment with Mission

- The incorporation of another nonprofit will only proceed if its mission and values align with those of Tutoring2Inspire and if the incorporation strengthens our ability to achieve our organizational goals.

## 6. Legal Compliance

- All incorporation actions will comply with applicable state and federal laws, including obtaining legal and financial counsel as necessary to ensure proper execution.

## **Article XII: Dissolution**

### **1. Dissolution Clause**

- In the event of dissolution, the organization's assets will be distributed to another nonprofit with similar purposes, in accordance with state and federal law
- Upon dissolution, Tutoring2Inspire's remaining assets be used exclusively for section 501(c)(3) exempt purposes