

**BYLAWS
OF
THE CLASSICAL ACADEMY**

February 13, 2023

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ARTICLE I. OFFICES

Section 1.1 Business Offices.

The principal office of The Classical Academy (TCA) charter school is 975 Stout Road, Colorado Springs, CO 80921. TCA may at any time change the location of its principal office. TCA may have such other offices, either within or outside Colorado, as the Board of Directors (BOD) may designate or as the affairs of the School may require from time to time.

Section 1.2 Registered Office and Agent.

The registered office required by the Colorado Revised Nonprofit Corporation Act, C.R.S. § 7-21-101 through 7-137-301 (the “Act”) to be maintained in Colorado may be changed from time to time by the BOD or by the officers of TCA, or to the extent permitted by the Act, by the registered agent of TCA, provided in all cases that the street addresses of the registered office and the registered agent of TCA are identical. The address of TCA’s registered office and registered agent is 975 Stout Road, Colorado Springs, CO 80921.

ARTICLE II. MISSION AND VALUES

Section 2.1 Mission Statement.

The Classical Academy exists to assist parents in their mission to develop exemplary citizens equipped with analytical thinking skills, virtuous character, and a passion for learning, all built upon a solid foundation of knowledge.

Section 2.2 Core Values.

In all things, TCA should be guided by its Core Values (attached as Appendix 1). TCA’s Core Values are its constitutive document, and as such, no part of them may be changed absent the deliberative and public process described in this Section 2.2. Notwithstanding anything else contained in these Bylaws, to change any part of the Core Values, notice of the proposed change must be provided to the entire TCA community, including the BOD, President, employees, volunteers, and parents, at least one month prior to the first meeting at which the proposed change will be discussed. The notice must contain both the current language and the proposed language of the change. Before any proposed change may become

effective, it must be subject to two public readings at two public Board meetings, scheduled at least two weeks apart from each other. At both readings, any member of the public must be permitted to comment on the proposed change for a reasonable period of time, as prescribed in advance by the BOD. At both Board meetings, Directors must also be permitted to comment on the proposed change. The Board may vote on the proposed change after the second reading and comment period at the second meeting. For the change to be effective, the BOD must vote in favor of it unanimously. If a change is ever made, the prior language shall be maintained in the Core Values document as a point of historical reference; the format by which the prior language is maintained shall be determined by the Secretary of the Board of TCA.

Section 2.3 Preservation of Founding Vision.

In order to preserve and protect the mission and goals of TCA, it is hereby declared that the entire TCA community shall have access to a copy of the original charter application and contract.

ARTICLE III. MEMBERS

Section 3.1 Classification, Qualification, Privileges and Election of Members.

TCA shall have one class of voting members. Each family of a child or children currently enrolled at TCA shall be considered one member. A family for purposes of these Bylaws shall mean any parent(s) or legal guardian(s) together having one or more children or wards enrolled at TCA. Members shall have no rights or privileges other than to elect Directors of TCA. Directors, whether elected by the members or appointed by the Board, may be removed in accordance with Section 4.3 herein.

Section 3.2 Termination of Membership.

The membership of any member shall terminate automatically once the family no longer has any children or wards enrolled at TCA.

Section 3.3 Annual Meeting of Members.

An annual meeting of the members shall be held for the purpose of inducting the elected/appointed Board members to the Board of Directors, which shall be held at such place, within El Paso County, Colorado, as may be designated in the notice of meeting. Written notice of the annual meeting of the members stating the place, date and time of the meeting shall be made by posting the agenda in accordance with normal Board Meeting/'Election practices on the TCA website and sending out a notice to the TCA community via email. In lieu of an annual meeting, the BOD may provide for the annual election of directors by way of electronic balloting or, Board appointment (when an election is not held) or, such other similar means. Failure to hold an annual meeting as required by these Bylaws shall not work a forfeiture or dissolution of TCA or invalidate any action taken by the BOD or officers of TCA.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 General Powers.

Except as otherwise provided in the Act, the Colorado Charter Schools Act, the articles of incorporation or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of TCA shall be governed by, its BOD.

Section 4.2 Qualifications, Number, Classification, Election and Tenure.

(a) Qualifications. Each Director must be a natural person who is twenty-one years of age or older. Qualifications for Board Directorship shall include but not be limited to: (a) an interest in children and their education; (b) enthusiasm for TCA and conviction in its purpose; (c) willingness to give time and energy to TCA; (d) ability to represent the community and interpret community needs and views; (e) willingness to accept and support decisions democratically made; and (f) ability to represent TCA to the community. The BOD may not include (i) employees of TCA; (ii) a director with an immediate family member on staff as a regular employee; or (iii) individuals who are married to one another.

(b) Number. The number of voting Directors of TCA shall be seven. The number of Directors shall never be fewer than five nor more than nine, as determined by the BOD from time to time. Any action of the BOD to change the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Bylaws changing the number of Directors, provided such action otherwise satisfies the requirements for amending these Bylaws as provided in the Act, the articles of incorporation or these Bylaws.

(c) Classification and Staggered Terms. Unless otherwise stated herein, the term of each Director shall be three years. Classification of the BOD was initially made by dividing them into three classes, each class as nearly equal in number as possible, such that each year only a portion of the Directors' terms would expire, thereby creating staggered terms and continuity in the BOD. Such staggering of terms shall be maintained should the number of Directors be increased or decreased as set forth in Section 4.2(b).

(d) Election and Term in Office. Each April, TCA's members shall elect the number of Directors equal to the number of upcoming Elected Director vacancies on the Board. Six Directors will be elected Directors and one Director will be a Designated Appointed Director. All elected and appointed Directors shall become non-voting transitional Directors of the Board from the first Board meeting in April after the election until the beginning of the August meeting, at which time their predecessors shall no longer serve and they shall become full, voting Directors. Transitional Directors shall have all the rights and obligations of full Directors except the right to vote and to attend executive sessions. The Board Chair reserves the right to invite Transitional Directors to attend Executive Sessions related to performance reviews. Generally, Directors' terms begin in August and last three years, but no Director's term shall end until his or her qualified successor has been elected, or until such Director's death, resignation or removal. In accordance with Colorado term for locally elected officials, term limits for TCA Directors are two consecutive terms. For purposes of counting two consecutive terms, Directors appointed to vacancies and serving 18 months or less are not considered to have served a term while

Directors appointed to vacancies and serving over 18 months are considered to have served a term. Any individuals meeting the 4.2(a) qualifications are eligible for re-election to two three-year terms after a four-year hiatus between terms.

Section 4.3 Resignation; Removal; Vacancies.

(a) Resignation. Any Director may resign at any time by giving written notice to the Chair or the Secretary of the BOD. A Director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Director shall be deemed to have resigned in the event of such Director's incapacity as determined by a court of competent jurisdiction.

(b) Removal. A Director may be removed by a vote in favor of removal by 2/3 of unconflicted Directors. For example, for a seven-Director board, four Directors (excluding the Director to be removed, or 2/3 of the remaining total) must vote in favor of removal. The BOD may create other procedures necessary for removal either by further amending these Bylaws or by policy.

(c) Vacancies and Designated Appointed Director. Any vacancy of an elected Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. The same holds for the Designated Appointed Director. The term of the Designated Appointed Director is three years. A Designated Appointed Director may only be appointed to one three-year term by the Board of Directors. This does not prevent the Designated Appointed Director from running for election at the end of the term. Appointment of the Designated Appointed Director takes place during the election of Elected Directors in the 2017 term and every three years thereafter, and is done in a timely fashion to allow both to assume voting rights in August. A Director appointed to fill a vacancy of an Elected Director shall hold the office for the unexpired term of such Director's predecessor in office. Directors appointed due to a Director resignation or vacancy will assume all the rights and obligations of full Directors upon signing the Board Agreement, Executive Session affidavit of non-disclosure, and completing a background check. These requirements must be fulfilled within 30 days. Directors have 90 days from the time of appointment to complete the Colorado Department of Education's (CDE) Charter School Board Training modules and submit proof of completion. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office, and a Director so chosen shall hold office until the next election of the class of Directors for which such Director was chosen and thereafter until such Director's successor shall have been elected and qualified, or until such Director's death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs. Qualified candidates may include, though are not limited to, (i) former Directors; (ii) previous candidates not elected via the annual public election or designated appointment process; or (iii) recommendations provided from a Board-designated committee.

Section 4.4 Regular Meetings.

The BOD shall hold regular meetings from time to time to discuss and transact the regular business of TCA. The Board shall provide by resolution the time and place for the holding of these meetings. A

regular annual meeting of the BOD shall be held each year in August, or as soon as possible thereafter, at a place within El Paso County, Colorado, as determined by the board, for the purpose of electing officers of the BOD and for the transaction of such other business as may come before the meeting.

Section 4.5 Special Meetings.

Special meetings of the BOD may be called by or at the request of (i) the Chair and at least one other Board Director; (ii) the President and at least two Board Directors; or (iii) any three Board Directors. The person or persons authorized to call special meetings of the BOD may fix the time and place within El Paso County, Colorado, for holding any special meeting of the Board called by them.

Section 4.6 Notice of Meetings.

TCA shall provide notice of all meetings in compliance with the Colorado Open Meetings Law, C.R.S. § 24-6-401 *et seq.*

(a) Requirements. In addition to the notice provisions of the Colorado Open Meetings Law, notice of any special meeting of the BOD stating the date, time and place of the meeting shall be given to each Director at such Director's business or residential address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(b) Waiver of Notice. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 4.6(b), the waiver shall be in writing and signed by the Director entitled to the notice. Such waiver shall be delivered to TCA for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless: (i) at the beginning of the meeting or promptly upon the Director's later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Act or these bylaws, the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Section 4.7 Deemed Assent.

A Director of TCA who is present at a meeting of the BOD when corporate action is taken is deemed to

have assented to all action taken at the meeting unless (i) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the Director contemporaneously requests the Director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by TCA promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

Section 4.8 Quorum and Voting.

A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the BOD, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the BOD, unless otherwise required by the Act, the articles of incorporation or these Bylaws. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 4.9 Voting by Proxy.

No Director may vote or act by proxy at any meeting of Directors.

Section 4.10 No Compensation for Directors; Reimbursement.

Directors shall not receive compensation for their services; however, by resolution of the BOD, the reasonable expenses of Directors for attendance at Board meetings or other Board duties may be paid or reimbursed by TCA. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of TCA in any other capacity. TCA shall not pay any compensation to a Director under this provision unless all conflicts of interest policies have been fully complied with and a written record made of that in the minutes.

Section 4.11 Committees.

The BOD may from time to time form one or more committees, auxiliaries, or other bodies composed of such members, having such rules of procedure, and having such chair, as the BOD shall designate. The name, objectives and responsibilities of each such committee, and the rules and procedures for the conduct of its activities, shall be determined by the BOD. A committee may provide such advice, service, and assistance to TCA, and carry out such duties and responsibilities for TCA as may be specified by the BOD; except that, if any such committee has one or more members thereof who are entitled to vote on committee matters and who are not then also Directors, such committee may not exercise any power or authority reserved to the BOD by the Act, the articles of incorporation or these Bylaws. Further, no committee shall have authority to incur any corporate expense or make any representation or commitment on behalf of TCA.

Section 4.12 Participating in Meetings by Telephone or Other Communication.

Directors of the BOD or any committee thereof may participate in a regular or special meeting by, or

conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.13 Officers of the Board of Directors.

The officers of the BOD shall be the Chair, Vice-Chair, Secretary and Treasurer. One person may hold more than one office at a time, except that no person shall hold simultaneously the offices of Chair and Vice-Chair.

(a) Chair. The Chair shall, subject to the direction and supervision of the BOD, (i) preside at all meetings of the BOD and (ii) perform other duties from time to time as may be assigned to such office by the BOD.

(b) Vice-Chair. The Vice-Chair shall assist the Chair and shall perform such duties as may be assigned by the Chair or by the BOD. The Vice-Chair shall, at the request of the Chair, or in the Chair's absence or inability or refusal to act, perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions on the Chair.

(c) Secretary. The Secretary shall (i) keep the minutes of the proceedings of the BOD, and the members (if any); (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of TCA; (iv) keep at TCA's registered office or principal place of business within Colorado a record containing the names and addresses of all members (if any); and (v) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the Chair or by the BOD; and (vi) be custodian of public communication to the Board (email account or otherwise), forward messages to the entire Board or appropriate staff, send a standard reply to acknowledge receipt and communicate disclaimers, and provide periodic reports to the Board regarding new communication. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

(d) Treasurer. The Treasurer shall perform or cause to have performed the following duties: (i) the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the BOD; (ii) monitor compliance with all requirements imposed on TCA as a tax-exempt organization described in section 501©(3) of the Internal Revenue Code; (iii) upon request of the Board, make such reports to it as may be required at any time; and (iv) all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the Chair or the BOD. Assistant Treasurers, if any, shall have the same powers and duties, subject to the supervision by Treasurer.

Section 4.14 Election and Term of Office for Officers of the Board of Directors.

The BOD shall elect its officers at least once per year. Contested elections shall be conducted by secret ballot. Uncontested elections shall be conducted by roll call vote. Each officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected until such

officer's successor shall have been duly elected, or until such officer's earlier death, resignation or removal.

Section 4.15 Board of Directors Agreement.

Each Director of the BOD shall annually sign the Board of Directors Agreement. The Board shall amend this agreement from time to time to ensure it reflects current Board practices and expectations.

ARTICLE V. OFFICERS AND AGENTS OF TCA

Section 5.1 Appointment and Authority of the President of TCA.

The BOD shall appoint a President of TCA, who shall be the only employee of the board. The President shall have the authority to hire and fire all other employees of TCA as well as to grant that authority to other employees, as necessary or proper. TCA's vision and long-term strategy are established, owned and maintained by the BOD. The Board hires and delegates to the President the authority to execute that strategy, implement the vision and manage the operations of TCA, all under the oversight of the BOD.

Section 5.2 Surety Bonds.

The BOD may require that any officer, employee or agent of TCA execute to TCA, at its expense, a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to TCA of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to TCA.

ARTICLE VI. FIDUCIARY MATTERS

Section 6.1 Indemnification.

(a) Scope of Indemnification. TCA shall indemnify each Director, officer, employee and volunteer of TCA to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 6.1. TCA shall have the right, but shall not be obligated, to indemnify any agent of TCA not otherwise covered by this Section 6.1 to the fullest extent permissible under the laws of the State of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then TCA shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, TCA shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of TCA as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 6.2 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the Director or officer reasonably believes to be in the best interests of TCA.

(b) Reliance on Information, Reports, Etc. In discharging duties, a Director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of TCA whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the BOD of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or officer is not acting in good faith if the Director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 6.2(b) unwarranted.

(c) Liability to Corporation. A Director or officer shall not be liable as such to TCA for any action taken or omitted to be taken as a Director or officer, as the case may be, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with this Section 6.2.

(d) Director Not Deemed to Be a "Trustee". A Director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to TCA or with respect to any property held or administered by TCA including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 6.3 Conflicts of Interest.

(a) Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to TCA." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of TCA, and specifically includes, without limitation, directors and officers of TCA. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a Director, trustee or officer or has a financial interest. "An interest adverse to TCA" includes any interest in any contract, transaction or other financial relationship with TCA, and any interest in an entity whose best interests may be impaired by the best interests of TCA including, without limitation, an entity providing any goods or services to or receiving any goods or services from TCA, an entity in which TCA has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of TCA.

(b) Disclosure. If a responsible person is aware that TCA is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of TCA of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of TCA entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. TCA may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the BOD or to a committee of the BOD that authorizes, approves or ratifies the conflicting interest transaction, and the Board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors on the Board or committee, even though the disinterested Directors are less than a quorum; or

(ii) The conflicting interest transaction is fair to TCA.

Section 6.4 Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A Director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of TCA shall be personally liable to TCA for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the Director did not perform the Director’s duties in compliance with the general standards of conduct for Directors set forth in Section 6.2.

(b) Contribution. A Director who is liable under Section 6.4(a) for an unlawful distribution is entitled to contribution: (i) from every other Director who could be liable under Section 6.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

Section 6.5 Compliance with Laws Applicable to Public Schools.

In addition to the foregoing, all officers and directors shall comply with the applicable provisions of the Code of Ethics set forth in C.R.S. § 24-18-101, *et seq.*

ARTICLE VII.

RECORDS OF THE CORPORATION

Section 7.1 Minutes, Etc.

TCA shall keep as permanent records minutes of all meetings of the BOD and members (if any), a record of all actions taken by the BOD or members without a meeting, a record of all actions taken by a committee of the BOD in place of the BOD on behalf of TCA, and a record of all waivers of notices of meetings of the BOD or any committee of the BOD or members (if any). All such permanent records shall be maintained in accordance with the Colorado Open Meetings Law.

Section 7.2 Accounting Records.

TCA shall maintain appropriate accounting records.

Section 7.3 Records In Written Form.

TCA shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 7.4 Records Maintained at the principal Office.

TCA shall keep a copy of each of the following records at its principal office:

- (a) The articles of incorporation and the corporate seal;
- (b) These Bylaws;
- (c) Resolutions adopted by the BOD relating to the characteristics, qualifications, rights, limitations and obligations of the members or any class of members;
- (d) The minutes of all meetings of the members for the past three years;
- (e) All written communications within the past three years to the members generally as the members;
- (f) A list of the names and business or home addresses of the current directors and officers;
- (g) A copy of the most recent corporate report delivered to the Colorado secretary of state;

All financial statements as required by law;

(h) TCA's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

(i) All other documents or records required to be maintained by TCA at its principal office under applicable law or regulation.

ARTICLE VIII.

CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 8.1 Contracts.

The BOD may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of TCA. Such authority may be general or confined to specific instances, but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the BOD authorizes the execution of a contract or of any other instrument in the name of and on behalf of TCA, without specifying the executing officers, the Chair or Vice Chair, and the Secretary or Treasurer, or the President, may execute the same and may affix the corporate seal thereto.

Section 8.2 Loans.

No loans shall be contracted on behalf of TCA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the BOD. Such authority may be general or confined to specific instances. No loan or advance to, or overdraft of funds by an officer or Director of the BOD otherwise than in the ordinary and usual course of the business of TCA, and on the ordinary and usual course of the business or security, shall be made or permitted.

Section 8.3 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of TCA, shall be signed by such officer or officers, agent or agents, of TCA and in such manner as shall from time to time be determined by resolution of the BOD.

Section 8.4 Deposits.

All funds of TCA not otherwise employed shall be deposited from time to time to the credit of TCA in such banks, trust companies, or other depositories as the BOD may select.

Section 8.5 Voting of Securities Owned by this Corporation.

Subject always to the specific directions of the BOD, any shares or other securities issued by any other corporation and owned or controlled by TCA may be voted at any meeting of security holders of such other corporation by the Chair of TCA or by proxy appointed by the Chair, or in the absence of the

Chair and the Chair's proxy, by the Secretary or Treasurer of TCA or by proxy appointed by the Secretary or Treasurer. Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by TCA shall be executed in the name of TCA by the Chair, the Secretary or the Treasurer of TCA without necessity of any authorization by the BOD, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of TCA shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by TCA the same as such shares or other securities might be voted by TCA.

ARTICLE IX.

MISCELLANEOUS

Section 9.1 Fiscal Year.

The fiscal year of TCA shall commence on July 1 and end on June 30 of each year.

Section 9.2 Conveyances and Encumbrances.

Property of TCA may be assigned, conveyed or encumbered by such officers of TCA as may be authorized to do so by the BOD, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of TCA shall be authorized only in the manner prescribed by applicable statute.

Section 9.3 Designated Contributions.

TCA may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with TCA's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, TCA shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, TCA shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out TCA's tax-exempt purposes.

Section 9.4 References to Internal Revenue Code.

All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 9.5 Principles of Construction.

Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words “pay” and “distribute” shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section 9.6 Severability.

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 9.7 Amendments.

Except for sections 2.2 and 9.7 herein, which only may be revised by unanimous vote of the Board, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3rds) affirmative vote of all BOD at any of its regular or special meetings, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements for special meetings.

(END)

APPENDIX 1 OF THE BYLAWS OF THE CLASSICAL ACADEMY

Core Values

[insert copy of the Core Values]

THE CLASSICAL ACADEMY

BYLAWS CERTIFICATE

The undersigned certifies that s/he is the Secretary of The Classical Academy, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of TCA, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of TCA.

Dated: December 13, 2021

Sonya Wittleder

TCA Board Secretary

Bylaw Revision History

| Date | Revision Details | Revised By |
|-------------------|---|---|
| September 6, 1996 | Originally written. | TCA Board |
| February 7, 2000 | | TCA Board |
| January 21, 2001 | | TCA Board |
| June 10, 2013 | Did not allow a Board member to have a spouse that worked at TCA; 4.2(a). | TCA Board revised and approved by the TCA Board. |
| December 14, 2015 | Defined terms in office; 4.2©, eliminated Section 4.11 and replaced with a new Section 4.11, wordsmith (Exec Dir to President, used more abbreviations; BOD, TCA, capitalized Directors and Board references) | Governance Committee recommended and Approved by the Board |
| September 1, 2016 | Removed seventh elected Director and replaced with a seventh Director that is appointed by the Board (Designated Appointed Director), added a revision history box | Governance Committee recommended and Approved by the Board. |
| December 12, 2016 | Amended 4.2 a(ii) delete “any spouse of an employee” and add “a director with an immediate family member on staff as a regular employee” | Governance Committee recommended and Approved by the Board |
| February 13, 2017 | 4.2 (d) changed election results to be reported in April rather than May. 4.3 © Limited the number of times the Board can appoint a Designated Appointed Director to one. | Governance Committee recommended and Approved by the Board. |
| March 12, 2018 | Updated Sections 4.13.c, 4.14, and 8.4. Removed Sections 5.2 and 6.5 and renumbered remaining sections. General grammatical and formatting cleanup. | Governance Committee recommended changes. |
| January 12, 2021 | No Changes | Board members had no updates at this time |

| | | |
|-------------------|--|---|
| December 13, 2021 | <p>Page 2 Section 3.3 Annual Meeting: Made changes to reflect on-line voting (currently practiced) vs in-person voting (outdated);</p> <p>Page 3 Section 4.2 Item (d) added 4th sentence: The Board reserves the right to invite ...</p> <p>Page 5 Section 4.3 Item (c) added 3 sentences (8,9,10): Directors appointed due to a director resignation...</p> <p>Page 3 Section 4.3 Item (c) changed "three months" to 90 days</p> <p>Page 15 Changed Secretary from Paul Baker to Sonya Wittleder</p> | Governance Committee recommended and approved by the Board. |
| February 13, 2023 | No Changes | Governance Committee recommended and approved by the Board |