

Amended and Restated Bylaws of VANGUARD CLASSICAL SCHOOL

Effective June 24, 2021

NAME, LOCATION, FISCAL YEAR, STATUS, CONTRACT

Name: The name of the organization shall be Vanguard Classical School, Inc. and shall be referred to in these bylaws as the “Corporation,” or the “School.”

Principal office. The principal office of the corporation shall be located 17101 East Ohio Drive in Aurora, Colorado. The corporation may have such other offices within Colorado as the board of directors may designate or as the business of the corporation may require from time to time.

Registered Office. The registered office of the corporation required by the laws of the State of Colorado to be maintained in Colorado may be, but is not required to be, identical with the principal office and the address of the registered office may be changed from time to time by the board of directors upon majority vote. Current registered office is also 17101 East Ohio Drive in Aurora, Colorado.

Fiscal year. The fiscal year of the corporation shall be July 1 through June 30.

Status. The School shall be incorporated in the State of Colorado as a non-profit corporation, without members, organized and operated in accordance with the Colorado Nonprofit Corporation Act (“Act”), as amended from time to time.

Contract. The Charter School Contract (“Charter School Contract”) is the Charter School Contract between Adams-Arapahoe Public School District 28J (the “District”) and the School, as amended from time to time, which governs certain aspects of the operation of the School and the terms of the charter granted to operate the School pursuant to C.R.S. §22-30.5-101, et. Seq., as amended from time to time (the “Charter Schools Act”). The School shall at all times be operated in accordance with the terms of the Charter School Contract.

Definitions. Except as otherwise specifically provided in these bylaws, all terms used in these bylaws shall have the same definitions as in the Colorado Revised Nonprofit Corporation Act.

BOARD OF DIRECTORS

General Powers. The property, business, and affairs of the School shall be the responsibilities of the Board of Directors (the “board”). Without limiting the generality of the foregoing, the board may exercise all such powers of the School as are provided by the Act,

other applicable state and federal law, the Charter School Contract, and these bylaws. Notwithstanding anything in these bylaws to the contrary, the board is not empowered to perform any activity on behalf of the School not permitted to be carried on by an organization exempt from federal income taxation under section 501(c)(3) of the United States Internal Revenue Code (the “Code”). The School may, but shall not be required to, obtain exemption under section 501 (c) (3) of the Code. Each board member shall subscribe to the Code of Conduct – Duties of Care, Loyalty, and Obedience as well as confidentiality and declaration of conflicts of interest as adopted by the board. This should be signed annually

Number. The corporation shall have a range of five (5) to seven (7) Directors determined from time to time by a resolution of the Board, but no decrease in the number of board members shall have the effect of shortening the term of any incumbent board member. Should the Board, due to vacancies arising for any reason, be reduced to fewer than five (5), the Board shall still be empowered to conduct any necessary business of the corporation and shall be empowered and give priority to filling vacancies to return the Board to a full complement of Directors. A minimum of three (3) is required to conduct official board business. Should the membership in the board be reduced to two (2) or fewer, those remaining may, as an emergency matter appoint another member, and, if still fewer than three (3), repeat this process. Should the membership be reduced to zero (0), the Executive Director may select an initial board member who may then exercise the emergency power just stated.

Appointed Directors. The Board shall appoint up to five (5) of the seven (7) directors, including those identified under paragraphs 3.2(c) and (d), below. Each director’s term begins in May of the year in which they start. Partial terms may be filled and served.

Diversity of experience and skill set. The Board shall make every effort to recruit and retain members with diverse skills in business and/or finance or other operational and governance expertise.

Parent Directors. Two (2) parent Directors shall serve on the Board. A parent director shall be elected by vote of parents at the West campus in May of even years and shall serve a three-year term. A parent director shall be elected from the East Campus in May of the year after the West Campus vote and shall serve a three-year term. Elections shall continue to be held at each campus in October and May of each school year in which a parent Director’s term is up. In the event of the School having only one campus, two parent directors shall be elected in each year as their terms expire.

Interviews. The Board shall establish an interview process for candidates subject to appointment by the Board. - Interview process shall be published in accordance with Colorado Sunshine Law and shall be included in the board handbook

Background Checks. All candidates may be required to undergo a background check and may be disqualified for the reasons that would disqualify a teacher from employment at the School or for any conviction involving financial misconduct. Candidates may be disqualified due to a record of multiple criminal convictions, even though no one conviction would be disqualifying.

Length of Term – Staggered Terms. Each director shall hold office for term of three years and may be reappointed for one additional term. All directors shall serve no more than two consecutive terms but shall become eligible for appointment or election after no longer serving for one full year. Each Director in office as of May 1, 2019, shall be assigned to a class for purposes of establishing staggered terms, with assignment of elected parent directors to be consistent with 3.2(e), above.

Removal for Cause. Directors may be removed with or without cause by two thirds majority vote of all directors other than the director subject to removal for cause. “Cause” shall include conduct that would cause a failure of a background check and failure to timely complete required training modules. A director subject to removal for cause shall be given notice of the cause for removal and an opportunity to respond to such notice before removal is final.

Resignation. A Director may resign at any time by delivering a written notice to all other members of the Board. Resignation shall be effective upon submission, unless the Director requests and the Board agrees to make the resignation effective upon qualification of a replacement.

Vacancies. Vacancies shall be filled by the Board and shall be for the remainder of an unexpired term in office, subject to re-appointment or re-election. Vacancy appointments of less than eighteen (18) months duration shall not count toward a Director’s term limit. Vacancies appointments in excess of eighteen (18) months shall count as an initial term and such director shall only be eligible to serve one additional consecutive term.

Qualifications. No person who is employed by the school; no person who is employed by a vendor of the School; and no person who is a spouse, a descendent, an ancestor, a sibling, or the spouse or descendent of a sibling of an employee of the School or employee of a vendor may serve on the Board. No director shall permit their position on the board of directors to create a conflict between his personal business activities unrelated to the school and the actions of the corporation.

Manner of Acting. The act of a majority of the members of the board of directors shall be the act of the board of directors, unless a greater number is required or a lesser number is prescribed by law, the articles of incorporation, or a more specific rule stated in these bylaws.

Code of Conduct. A director shall perform there duties as a director, including their duties as a member of any committee of the board upon which they may serve, in good faith in a manner they reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons herein designated; but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. No director shall permit his position on the board of directors to create a conflict between his personal business activities unrelated to the school and the actions of the corporation. The designated persons on whom a director is entitled to rely are: (i) one or more officers or employees of the corporation whom the director reasonably believes to be reliable

and competent in the matters presented; (ii) counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or (iii) a committee of the board or an advisory committee upon which the director does not serve, duly designated in accordance with Sections 3.12 or 3.13 of these bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. Board members shall affirm by annually signing a confirmation of the Code of Conduct document.

Conflicts of Interest. The School shall not contract with a Board member, or an entity related to a Board member, unless it complies with the statutory conflict of interest requirements set forth in C.R.S. § 7-128-501, as amended from time to time. A Board member has a conflict of interest if the transaction is a “conflicting interest transaction,” as defined in said statute, and additionally if he or she will financially benefit from such transaction or has a personal interest in any matter faced by the Board. If a Board member has a conflict of interest, that Board member shall fully disclose the nature of the conflict of interest and withdraw from discussion lobbying, and voting on the matter. Any vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the School to do so.

Compensation. By resolution of the board of directors, any director may be paid his or her actual expenses, if any, of attendance at meetings upon specific approval of such expense reimbursement by a two thirds majority of the board.

ELECTIONS

Elections — All parents of currently enrolled VCS are eligible to vote for the two parent board representatives. One vote per parent or legal guardian based on having at least one actively enrolled student. Any eligible parent may submit their name for consideration at least 60 days prior to the election date and must follow all requirements as set forth for the election of that year.

Elections – Special Rules. If the number of candidates running for a seat or seats is equal to or less than the number of open seats, the Board may, but is not required to, cancel the election and appoint the candidate(s).

Election Policy & Practice. With respect to elections by the parent and school community, the Board will have the power to prescribe election procedures; rule on any dispute over qualified votes; carry out regular and any special elections; fix the form of ballots; rule on any election disputes; settle tie votes by lot; designate Directors, employees, committees or others to carry out tasks necessary for conducting an election; take remedial measures (such as, for good cause, adjusting dates); establish rules to assure that campaigning does not interfere with the education of students or ordinary operation of a School; and take any other action necessary or proper to assure a fair and open election. The Board shall retain power to review any decision of a person or committee delegated authority to carry out elections when the action of such person or committee is alleged to violate the rules governing such election.

Electioneering prohibition. The use of any part of the School building or its grounds for electioneering or political purposes, including the passing of petitions, is prohibited. This does not prevent the use of School facilities for a statutorily authorized voting location or public forum as applicable. Educational activities such as mock conventions, caucuses, or student elections are not subject to this section.

MEETINGS OF THE BOARD

Meetings. The board of directors shall have at least six (6) regular meetings per fiscal year as determined by the board. Special meetings of the board may be called by the Chair or upon the request of one-third of the board members and board members shall be given at least two days' notice of such meeting. Notice of and execution of all meetings shall additionally be in accordance with Colorado's Open Meetings Law/ Colorado Sunshine Act, as amended from time to time (§24-6-402, C.R.S.).

Special Meetings. Special meetings of the board of directors may be called by the request of the Chair or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place for holding any special meeting of the board of directors called by them.

Notice to Directors. Directors shall be given 72 hours' notice of any special meeting, unless four directors agree that the matter is an emergency requiring an earlier meeting. In the event of an emergency, Directors shall be given at least 24 hours' notice of a special meeting, which must also be publicly posted as required by Colorado Sunshine Law.

Format. Robert's Rules of Order may be used as a nonbinding guideline for the conduct of Board meetings.

Quorum. A quorum shall consist of a majority of the board members then in office. When a quorum exists, the affirmative vote of a majority of the present voting board members will decide any question. Any Board member may participate in a meeting by telephonic communication by which all Board members participating may hear each other during the meeting, and a Board member participating in a meeting by this means is deemed to be present in person at the meeting.

Executive Session. Executive sessions shall be held only at posted regular or special meetings for the sole purpose of discussing personnel, real estate, legal, and other limited matters, in accordance with state law (§24-6-402, C.R.S.). The topics of executive session discussions will be posted on the agenda and recorded in the minutes of the open meeting in accordance with the Colorado Open Meetings Law/Colorado Sunshine Act (§24-6-402, C.R.S.). The Senate shall maintain an electronic record of all executive sessions in accordance with the law, separate from the regular meeting minutes of the Senate.

Attendance. Board members shall attend scheduled meetings and may be subject to removal from the School’s board upon failing to attend three consecutive or three or more board meetings in a given fiscal year. The board shall have the authority to remove any member for absences deemed excessive.

Minutes. The board shall cause minutes to be kept in compliance with the Open Meetings Act. Such minutes shall at least reflect all votes taken and disclosures, if any, of conflicts of interest. Any director may request a roll call vote on any item and, if so requested, the votes by roll call shall be recorded in the minutes. In every case in which a conflict of interest is disclosed, a roll call vote shall be recorded.

Telephonic and/or Technology Assisted Meetings. One or more director(s) or any committee designated by the board may participate in a meeting of the board of directors or a committee thereof by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting.

OFFICERS OF THE BOARD/CORPORATION

Officers. The officers (“Officers”) of the Corporation shall include the Chair, Vice-Chair, Secretary, and Treasurer.

Election and Term. The officers of the corporation shall be Elected by written ballot at the regularly scheduled June meeting of sitting board members. An Officer shall hold office until they resign are removed, or are otherwise disqualified to serve, or until his or her successor is elected, whichever occurs first. The Chair’s term shall be limited to three years. Once the three year limit is fulfilled, the current Chair is not eligible for election until at least one year out of office is passed.

Resignations and Removal. Any officer may resign at any time by giving written notice to the Chair. Such resignation shall take effect upon submission, unless the officer requests and the Board agrees to make resignation effective upon qualification of a successor, and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. An Officer may resign from office and maintain a seat on the board of directors. Any officer or agent may be removed by the board of directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not itself create contract rights.

Vacancies. A vacancy among the Officers shall be filled by the board at a regular or special meeting of the board. An Officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Board Chair. The Chair shall be the executive officer of the Corporation and the Chairman of the Board. The Chair shall, in general, supervise and control all the business and affairs of the School and shall see that all actions and resolutions of the Board are carried out. The Chair shall preside at all meetings of the Board, prepare, and distribute an agenda for all meetings, coordinate the work of the officers of the Board, serve as the Board liaison to the School administrator, and act as the official representative of the Board to the school community. In general, the Chair shall perform all duties including but not limited to delivering the Performance review of the Executive Director and may exercise all rights as are incident to the Office of Chair of the Board and other such duties as may be prescribed by the Board and these bylaws.

Vice Chair(s). The Vice Chair shall assist the Chair and shall perform such duties as may be assigned to them by the Chair, or by the board of directors. In the absence or inability of the Chair, the Vice-Chair is allowed to chair a meeting or carry out other duties of the Chair. In the absence or inability of both the Chair and Vice-Chair, the Secretary or Treasurer are allowed to chair a meeting or carry out other duties of the Chair or Vice-Chair

Secretary. The secretary shall (i) keep the minutes of the proceedings of the executive committees, and the board of directors; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) oversee the custody of the corporate records; (iv) keep at the corporation's registered office or principal place of business within or outside Colorado a record containing the names and addresses of all directors; 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 him by the Chair or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary. The directors may, however, respectively, designate a person other than the secretary or assistant secretary to keep the minutes of their respective meetings.

Treasurer. The Treasurer shall provide financial oversight for the operations of the School. The Treasurer shall oversee the financial transactions and financial reports prepared for the board, including the budget and annual audit, and shall see that proper financial procedures are being followed as established by the board. The treasurer shall oversee all other duties incident to the office of the treasurer and, upon request of the board, shall make such reports to it as may be required at any time. The treasurer shall have such other powers and perform such other duties as may from time to time be prescribed by the board of directors or the Chair.

COMMITTEES REPORTING TO THE BOARD

Governance, Finance, School Accountability (SAC)

Committees. There shall be three (3) standing committees all of which shall have at least one board member on such committee. The delegation of board members to committees shall be made each June, by the Chair, following officer elections. No committee shall have power to (a) purchase or sell any property of the Corporation; (b) amend the articles of

incorporation or bylaws; (c) elect, appoint or remove any Director or officer; (d) enter into any contract in the name of the Corporation; (e) exercise any power reserved to the Board, or Executive Director; nor (f) take any action whatsoever not specifically delegated to it in a written charge adopted by the Board or, in the case of the accountability committee, as provided by law. The composition of each committee shall be as described in policies adopted by the board, taking into consideration the specific tasks assigned to the committee. The board shall, at any time, have the authority to form additional committees or dissolve existing committees as deemed necessary.

Committee and Prerogatives. All recommendations from the School's committees must be submitted to the Board for official action, unless otherwise provided for in these bylaws. The Board shall have the power to dissolve any standing, ad hoc or other advisory committee and shall reserve the right, by majority vote, to exercise this power at any time during the life of any committee.

Meetings. Each Committee shall meet from time to time and keep minutes of these meetings at the call of its chairperson. The committee meetings are to be held at the date, time and place designated in the notice of the meeting as determined by the committee chair. Notice of the date, time and place, and agenda of each committee meeting shall be given to each committee member no later than 24 hours prior to the meeting, and the same shall be posted in accordance with the Open Meetings Law, if required. The committee shall keep regular minutes of its meetings and proceedings.

Finance & Audit Committee. The Board has created a Finance and Audit Committee under oversight of the Treasurer. In addition to any other duties assigned by Board resolution, the charge to a Finance and Audit Committee shall include facilitating appropriate financial reporting; recommending any needed changes in school financial practices; exercising oversight of the financial performance of the School; and evaluating the performance of the independent auditor; all to safeguard the School's financial position and assets.

Governance Committee. The Board has created a Governance Committee under oversight of the Governance chair who is a board member. In addition to any other duties assigned by Board resolution, the charge to a Governance Committee shall include facilitating appropriate board membership and oversight; recommending any needed changes in board practices; exercising oversight of the School's activities; and evaluating the performance of board members and the Executive Director; all to safeguard the School's charter renewal opportunities.

Accountability Committee. The School's Accountability committee shall act as a standing committee to advance the educational program of the School. The Accountability Committee shall be comprised of parents, students, staff, community members, and at least one board member, as determined from time to time by the board, and shall be responsible for developing and evaluating School Improvement Plans, with high, but achievable, goals. The Accountability Committee shall conduct itself at all times so as to fulfill the requirements of federal and state laws, rules and regulations, the Charter School Contract, School policies, and District policies and procedures.

CONTRACTS, LOANS, CHECKS, GRANTS AND DONATIONS

Contracts. The Board may authorize any Officer or Officers of the Corporation, or agent or agents of the corporation to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, and unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or to any amount.

Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a majority vote of the board. Such authority may be general or confined to specific instances. This language should not be construed to mean that the School cannot issue purchase orders, buy items on account, or pay for approved expenditures in the ordinary course of business.

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 the School shall be signed by such Officer or Officers, agent or agents of the School as are authorized to do so, and in such a manner as described in the School's financial policy.

Grants and Donations. The board or any member of the board may accept on behalf of the School any contribution, gift, grant, bequest, or devise, for the general purposes of the School, or for any special purpose designated by such grantor or donor.

RECORDS

The School shall keep at its principal office correct and current records, policies, procedures, minutes of the proceedings of the board, and a directory giving the names of the current Senators, Officers, and Committee members. Any books, records, or minutes of the School may be in written form or any form capable of being converted into written form within a reasonable time.

GENERAL ITEMS

Nondiscrimination. At no time shall the Corporation engage in any action, with regard to faculty, employees, parents, students or others, which, in violation of federal, state, or local laws, improperly discriminates on any basis forbidden by law, including but not limited to: race, national origin, religion, sex, age, disability, and sexual orientation.

Severability. If any section, article or other provision of these bylaws or the articles of incorporation is invalidated by any court on any ground, the balance of these articles and bylaws shall be unaffected thereby and shall be construed as if such provision had been repealed by amendment.

AMENDING THE BYLAWS

Amendments. The Board shall have the authority to add, amend or repeal any particular bylaw at any regular or special meeting, subject to the conditions set forth herein; provided, however, that any bylaw amendment that deletes or materially modifies the mission, vision, general educational systems or direction of the School or employees of the School must be approved by at least one-half of the affected voting group or groups. Proposed bylaw amendments shall be in accordance with the state and federal law, the Charter School Contract, and current District policies. Any amendment(s) to the bylaws shall require the affirmative vote of two-thirds of the board. Notice of the proposed amendment(s) shall be provided to the board members two weeks prior to the regular or special Board meeting for which the proposed amendment(s) will be on the agenda. If the bylaw amendments are passed, the revised bylaws shall be published and distributed.

.....

The above articles were adopted as amended and restated by Vanguard Classical School at the board meeting held, in part, for this purpose on June 24, 2021

Attest:

Danielle Tomwing, VCS Board Chair _____

Karen Secor, VCS Treasurer _____

Dan Jorgensen, VCS Secretary _____

Jack Robinson _____

Kit Lang _____

Aaron Baer _____