

BYLAWS FOR ADDENBROOKE CLASSICAL ACADEMY

February 11, 2014

ARTICLE 1 NAME

The name of the Corporation is Addenbrooke Classical Academy (the “Academy”).

ARTICLE 2 NO MEMBERS

The Academy shall have no members, as provided by Article V of the Articles of Incorporation.

ARTICLE 3 BOARD

3.1 **General Powers.** The business and affairs of the Academy shall be governed by its Board of Directors (“Board”), except as otherwise provided in the Colorado Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

3.2 **Number and Qualifications.** Directors of the Academy shall be natural persons at least eighteen (18) years of age or older. The minimum number of Directors shall be five (5) and the maximum number shall be seven (7). By resolution, the Board shall establish the number of Directors to serve on the Board at any time. To be qualified to serve on the Board, each Director must:

- Read *Cultural Literacy*, *The Schools We Need* and *Knowledge Deficit* by E.D. Hirsch
- Become familiar with the ACA educational program. This should be done by visits to the Academy to observe the program in action as well as reading the most recent comprehensive summary of the educational program and curriculum.
- Support the educational philosophy, discipline policy, and administrative structure of Addenbrooke Classical Academy.
- Read the Articles of Incorporation and these Bylaws.
- Read and sign the Board Agreement each year.
- Within twelve months of joining the Board, complete a comprehensive review of charter school board best practices, *e.g.*, by completing the charter school board modules (www.boardtrainingmodules.org) and/or by reading CDE’s *Charter School Governing Board Training Handbook*.

Prior board experience is helpful but not required. Placing a high value on professionalism and the success of the Academy is mandatory. The motivation for serving on the Board must be a desire to serve the Academy's vision and mission in order to facilitate the educational success of its students.

Due to the inherent conflict of interest in having an employee of the Academy on the Board, neither faculty nor staff, nor their spouses or immediate family members may serve on the Board. Immediate family members is defined as husband, wife, child, step child, or parent.

3.3 Director Competencies. It is important for Directors to have a diverse set of competencies, *e.g.*, law, finance, education, human resources, fundraising, technology, and real estate. Two or more Directors should be parents of current students. At least one Director should not be a parent. At least one Director should be a community leader. The Academy will also seek Directors who are working or have worked as professionals in such careers as teaching (at the secondary or college level), business, human resources, development, real estate, military, government, law, or finance.

3.4 Appointments. All Directors shall be appointed by the Board. To be appointed, a potential new Director must satisfy the qualifications set forth in these Bylaws and receive a vote of at least two-thirds of the total number of Directors serving on the Board at that time, at any regular or special meeting at which a quorum is present. The Board may choose to use a Nominating Committee to recruit, select or vet potential Director candidates.

3.5 Terms and Term Limits. Directors shall serve three year terms. Directors may serve a maximum of two consecutive terms. A former Director may not be re-appointed to the Board until at least one year off the Board, at which time he or she may again be appointed like any other person. Generally, terms of office begin on July 1 and end on June 30. Each Director shall hold office until the conclusion of his or her term and until his or her successor is appointed and takes office, or until his or her death, resignation, or removal. The initial Board, named by the Founder, will serve one full three-year term, and then it will establish staggered end-dates for each of the initial Director's terms so that, after the first three-year term, there will be Board appointments each year and the Board gains roughly the same number of new Directors in any year.

3.6 Regular Meetings. The Board shall meet at least ten times per year, absent extraordinary circumstances. Usually the Board meets every month except December and June. All meetings shall be open to the public. The Board shall provide by resolution the time and place for holding regular meetings.

3.7 Special Meetings. Special meetings of the Board may be called by the Executive Director, the President of the Board, or a majority of Directors. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting; provided that no meeting shall be called outside the State of Colorado unless a majority of the Board has so authorized.

3.8 Notice and Agendas. Notice stating the place, day, and time of every meeting, and the anticipated agenda for the meeting, shall be given to each member of the Board as well as posted in the designated location of the Academy for the benefit of the public as soon as practicable but no later than twenty-four hours prior to a meeting. The Board shall comply

with these and every other requirement of the Colorado Open Meetings Law (OML), any amendments to it, and any successor to the OML.

3.9 Quorum; Voting. A quorum at all meetings of the Board shall consist of a majority of the Directors holding office. Persons present by telephone shall be deemed to be present “in person” for all purposes in these Bylaws, provided such persons can simultaneously hear and speak to all other persons present. Less than a quorum may discuss business without taking action and may adjourn from time to time without further notice until a quorum is secured. Each Director shall have one vote, and, unless otherwise specified in these Bylaws or in the Articles of Incorporation, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

3.10 Attendance Expectations. Directors are expected to attend all meetings of the Board unless excused. Missing more than two consecutive Board meetings without prior approval from the President shall be considered a resignation from the Board. Any Director with three of ten regular Board meetings being unexcused in any school year shall be considered a resignation. For both of these resignations, in 3.10, the President will notify the resigned Director, in writing, when the resignation has occurred.

3.11 No Proxies. Directors may not vote by proxy.

3.12 Waiver. A Director who is present at a meeting of the Board is deemed to have assented to all action taken unless: (a) the Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (b) the Director contemporaneously requests that the Director’s dissent or abstention as to any specific action taken be entered in the minutes; or (c) the Director causes written notice of the Director’s dissent or abstention as to any specific action to be received by the President or other presiding Director of the meeting before adjournment or by the Academy promptly after adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

3.13 Vacancies. It shall be the duty of the Board to appoint Directors to fill any vacancies that may occur on the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of such person’s predecessor in office and until such person’s successor is duly appointed and shall have qualified. For purposes of term limits, if a person is appointed by the Board to fill a vacancy and that person serves less than half of one term, then that service shall not be counted a “term” and the person may still serve two consecutive three year terms prior to being required to step down due to term limits. Any position on the Board to be filled by reason of an increase in the number of Directors shall be appointed by the Board in the normal course, as prescribed herein. When the Board is fewer than seven Directors, the Board shall make every reasonable effort to fill any vacancy as quickly as possible, at least within sixty (60) days following the creation of the vacancy. During the period in which the Board is filling a vacancy, regardless of its length, the Board may continue to take action notwithstanding the fact that it may have less than seven Directors.

3.14 Committees. Committees of the Board may be appointed by the President of the Board or by majority vote of the Board. Generally, committees shall be composed of at least one Director and any other persons, and committees shall have such powers as the Board

delegates. The Executive Director or his or her designee shall be an ex-officio member of all committees.

3.15 Resignation. A Director may resign at anytime by giving written notice of resignation to the President of the Board. A resignation is valid when the notice is received, and shall take effect upon qualification of a replacement, at the time received, or at another time approved by the Board. The Board may approve a decision to rescind a resignation.

3.16 Removal. Any member of the Board may be removed by the affirmative vote of two-thirds of the remaining Directors. All Directors must be provided at least seven days notice that there will be a vote to remove one of the Directors, and the Director subject to the vote must be named in the notice. The notice shall specify the time, date, and location of the meeting at which the vote will occur. The agenda produced for that meeting must also state that there will be a vote to remove a Director and the subject of the vote must be named in the agenda.

3.17 No Compensation; Expense Reimbursement. Board shall not receive compensation for serving in such office, although the Academy may reimburse any Board for reasonable expenses incurred in connection with service on the Board as determined by the Board either by general policy or on specific matters from time to time. A Director may be reasonably compensated for services rendered to the Academy in a capacity other than as a Director, subject to Section 8.5 and Board conflict-of-interest policies.

3.18 Standard of Conduct for Directors and Officers. Each Director and officer shall perform his or her duties, including, without limitation, his or her duties as a member of any committee of the Board, in good faith, in a manner the Director or officer reasonably believes to be in the best interests of the Academy, and with the care of an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of his or her duties, a Director or officer 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 designated below. However, a Director or officer shall not be considered to be acting in good faith, if the Director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Director or officer shall not be liable to the Academy for any action the Director or officer takes or omits to take as a Director or officer if, in connection with such action or omission, the Director or officer performs their duties in compliance with this section. A Director or officer, regardless of title, shall not be deemed to be a trustee with respect to the Academy or with respect to any property held or administered by the Academy including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property. The designated persons on whom a Director or officer are entitled to rely are: (a) one or more officers or employees of the Academy whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or other person as to matters which the Director or officer reasonably believes to be within such person's professional or expert competence; or (c) a committee of the Board on which the Director or officer does not serve if the Director reasonably believes the committee merits confidence.

ARTICLE 4 OFFICERS

4.1 Number and Qualifications. The officers of the Board shall consist of the President, Vice President, Secretary, and Treasurer. Any voting member of the Board shall be eligible to serve as an officer. A Board member may hold two, but no more than two, officer positions at one time.

4.2 Selection and Term of Office. The Board shall elect, by a simple majority of Directors, its officers at the first regular public meeting of the fiscal year or from time to time as necessary. The first regular public meeting will usually occur in August. Officers of the Board shall serve for a term of one year and until their successors are elected or until their resignation, removal, or death. Directors may serve three one-year terms in a particular office, after which time a Director may not serve in that office for at least one year.

4.3 Vacancies. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

4.4 President. The President shall preside at all meetings of the Board of Directors. The President may execute contracts when authorized by the Board. In general, the President shall perform all duties and may exercise all rights as are incident to the office of President of the Board and such other duties as may be prescribed by the Board or these Bylaws. The President shall be responsible for drafting the agenda, after consultation with the Executive Director, and for sending out the Board packet, or ensuring that it is properly sent, prior to each meeting. The President should endeavor to send the Board packet at least seven days prior to any Board meeting so that the Directors have enough time to carefully review it prior to the meeting.

4.5 Vice President. The Vice President shall have all the powers and perform all the duties of the President in the absence of the President. The Vice President shall perform such other duties as from time-to-time may be assigned to him by the President or by the Board.

4.6 Secretary. The Secretary shall be responsible for ensuring that (a) the minutes of the proceedings of the Board and all committees of the Board are properly kept; and (b) all notices are duly given, and agendas properly posted, in accordance with the provisions of these Bylaws or as required by law; (c) the corporate records and the seal of the Academy, if any, are properly maintained; and (d) all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board are duly performed. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

4.7 Treasurer. The Treasurer shall oversee the financial transactions and financial reports prepared for the Board and shall see that proper financial procedures are being followed as established by the Board.

4.8 Finance Committee. The Finance Committee shall consist of, at minimum, the Executive Director, Business Manager, and Treasurer of the Board. They shall meet at least quarterly. The Finance Committee will prepare a draft of the budget each year and present it to the Board by March for initial consideration.

4.9 Authority and Duties of Officers of the Board. The officers of the Board shall have the authority to and shall exercise the powers and perform the duties specified herein and as may

be additionally specified by the Board of Directors, except that in any event each officer shall exercise such powers and perform such duties as may be required by law. Nothing herein shall prohibit the delegation by an officer of any duty of that officer described, but no such delegation shall operate to relieve the delegating officer from any responsibility imposed by law or these Bylaws.

4.10 Resignations and Removal. Any officer may resign from an officer position at any time by giving written notice to the President or Secretary of the Board of Directors. Such resignation shall take effect upon qualification of a successor or receipt and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed from an officer position at any time, with or without cause, by an affirmative vote of a two-thirds majority of the Board whenever, in their judgment, the best interests of the Academy are served by the removal.

ARTICLE 5 EXECUTIVE LEADERSHIP OF THE ACADEMY

5.1 Selection and Overview. The Board shall select the Executive Director, who shall be the chief executive and administrator of the Academy and who shall have such duties as are prescribed herein or in any job description, or as determined by the Board . The Executive Director shall select the Business Manager, any assistant administrators, and all other employees of the Academy. The Board shall evaluate the performance of the Executive Director from time to time but not less frequently than once per year. The Executive Director shall serve as an at will employee of the Board without any property right to continued employment.

5.2 Executive Director Responsibilities. The Executive Director shall, subject to the direction and supervision of the Board, (a) be the chief executive officer of the Academy and have general and active control of its affairs and business and general supervision of its agents, employees, and volunteers; (b) see that all orders and resolutions of the Board are carried into effect; (c) perform all other duties incident to the office of Executive Director and as from time to time may be assigned to the Executive Director by the Board; and (d) be primarily responsible for the Academy's educational program, including leading the community of learners which is the Academy. The Executive Director shall not be a Board Director, but shall be entitled to attend Board meetings, excepting those concerning investigations, grievances or Board internal discussion of evaluation of the Executive Director. In addition, the Executive Director is charged with faithfully representing the issues and needs of the faculty and staff to the Board.

5.3 Compensation. The Board shall set the amount and type of compensation for the Executive Director. The Board may also set the compensation for all other employees as it sees fit, either by setting compensation ranges or schedules or by prescribing compensation directly, or it may delegate administration of compensation to the Executive Director.

5.4 **Removal.** The Executive Director may be removed by the Board whenever in its judgment the best interests of the Academy will be best served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE 6 INDEMNIFICATION

6.1 **Indemnification.** The Academy shall indemnify each Director and officer to the full extent permitted by Colorado law, including but not limited to the Nonprofit Act and the Colorado Governmental Immunity Act, Colo. Rev. Stat. §§ 24-10-101 – 120. In connection with indemnification, the Academy shall advance expenses to Directors and officers to the fullest extent permitted under the Nonprofit Act. Except in matters more specifically provided under the Governmental Immunity Act, the School shall follow the processes for indemnification prescribed by the Nonprofit Act. The personal liability of each Director for breach of fiduciary duty as a Director is eliminated to the fullest extent permitted under the Act, including, without limitation, pursuant to Colo. Rev. Stat. § 7-128-402. Any amendment, modification or repeal of this Section shall not adversely affect any right or protection of a director or officer in relation to an action or omission occurring prior to the time of such amendment, modification or repeal.

6.2 **Immunities.** The Academy shall take no action to impair the immunities of individual Directors or Officers under the Federal Volunteer Protection Act, 42 U.S.C. § 14501, et seq.; and provisions of Colorado law respecting volunteers and Directors of nonprofit organizations, Colo. Rev. Stat. § 13-21-116(b)(I); directors of public entities, Colo. Rev. Stat. § 24-10-101, et seq., if applicable; or any successor provisions.

6.3 **Insurance.** The Academy shall secure insurance sufficient to reasonably satisfy its duties of indemnification of Directors and Officers and as otherwise required by any charter contract.

6.4 **Surety Bonds.** The Board shall not be required to, but may as appropriate, require any officer or agent of the Academy to execute to the Academy 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 the Academy 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 the Academy.

ARTICLE 7 PURPOSE, RESTRICTIONS

7.1 **General.** The purposes of the Academy are those set forth in the Articles of Incorporation, subject to restrictions set forth in such Articles of Incorporation, restrictions on amendment as set forth in the Articles of Incorporation, and in restrictions on amendment set forth in these Bylaws pursuant to the authority set forth in the Articles of Incorporation.

7.2 Contributions, Special Funds. The Academy may accept contributions, grants, bequests or devises designated to and consistent with its purposes. The designation of funds shall not, however, restrict the Academy's ownership, dominion and control of the designated funds in any manner which is inconsistent with the Academy's duties and powers as an organization described in Section 501(c)(3) of the Code.

7.3 Primary Purpose. The Academy's first and primary purpose is to organize and operate a public charter Academy to educate students in grades 6-12 using a classical, core curriculum as described in the Charter Application and implemented in conjunction with Academy Project. This Section 7.3 of the Bylaws shall not be amended without the unanimous vote of the Directors.

ARTICLE 8 MISCELLANEOUS

8.1 Account Books, Minutes, Etc. The Academy shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees. All books and records of the Academy may be inspected by any Director or by the authorized agent or attorney of any such person, for any proper purpose at any reasonable time.

8.2 Public Accountability. The Academy shall provide for all financial reports necessary or desirable for a charitable organization exempt from tax under Section 501(c)(3) of the Code. The Academy may provide for an annual independent audit or review of its financial affairs. The Academy shall publish and make available to the general public all tax applications and returns as appropriate for a charitable organization exempt from tax under Section 501(c)(3) of the Code. The Academy shall publish its financial documents as required by law.

8.3 Fiscal Year. The fiscal year of the Academy shall begin July 1 and end June 30. The Board may change the fiscal year from time to time as necessary.

8.4 Conveyances and Encumbrances. Property of the Academy may be assigned, conveyed or encumbered by such officers of the Academy as may be authorized to do so by the Board of Directors, 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 the Academy shall be authorized only at a properly called and noticed meeting of the Board at which all currently serving Directors are present and only after an affirmative vote of 75% of the Directors.

8.5 Conflicts of Interest.

8.5.1 From time to time potential conflicts of interest or the appearance of such conflicts will inevitably arise. It is the policy of the Academy to deal with such conflicts in as open and appropriate way as possible. The Board may adopt a conflict of interest policy to supplement these Bylaws.

8.5.2 Annually, each member of the Board shall review the Academy's conflict of interest policy and sign an acknowledgement that he or she has done so.

8.5.3 If any person who is a Director, officer, executive, or administrator of the Academy is aware that the Academy is about to engage in a “conflicting interest transaction” as defined in C.R.S. § 7-128-501, such person shall: (a) promptly inform those charged with approving the transaction on behalf of the Academy of such person’s interest or position; (b) disclose any material facts within such person’s knowledge that bear on the advisability of such transaction from the standpoint of the Academy; (c) thereafter recuse him- or herself from further deliberations; and (d) not be entitled to vote on the decision to enter into such transaction. If such person’s recusal defeats a quorum, then the Board may not act upon that topic at that time. The Board shall reasonably assure that any conflicting interest transaction provides reasonable value to the Academy and does not result in any excess benefit.

8.6 Loans to Directors and Officers Prohibited. No loans shall be made by the Academy to its Directors, officers, or employees (regardless whether the employee is an administrator or a member of the faculty or staff of the Academy). Any Director, officer, or employee who assents to or participates in the making of any such loan shall be liable to the Academy for the amount of such loan until it is repaid.

8.7 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.

8.8 Amendments. The articles of incorporation or these Bylaws may be altered, amended or repealed by a majority vote of all Directors, excepting that any provision of the Bylaws requiring a greater vote may only be amended as more specifically stated therein.

8.9 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.

CERTIFICATE

The undersigned President of **Addenbrooke Classical Academy** hereby certifies that the foregoing is a true and correct copy of the Bylaws of the Academy, duly adopted by the Board and in full force and effect.

Dated: February _____, 2014

Rachel Swalley, President of Board of Directors
Scott Perry (Community Member) Vice President
D’Lana Loos, (Community Member), Treasurer
Doug Hoffer (Parent), Secretary
Jim Harrington (Community Member), Director