

BYLAWS
OF
COLORADO INTERNATIONAL LANGUAGE ACADEMY
(a Colorado nonprofit corporation)

Article I

Article II CORPORATE PURPOSE

Section II.1 Name. The Corporation shall be known as Colorado International Language Academy (the “Corporation” or “School”).

Section II.2 Mission. Providing a high quality educational choice for students with an emphasis on foreign language acquisition.

Article III

Article IV OFFICES

Section IV.1 Business Offices. The principal office of the Corporation in the State of Colorado shall be at such location as the Board of Directors shall determine. The Corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine from time to time.

Section IV.2 Registered Office. The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Colorado. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

Article V

Article VI MEMBERS

The Corporation shall not have voting members as that term is used in the Act and shall have no capital stock. The Corporation shall be governed exclusively by the Board of Directors.

Article VII

Article VIII BOARD OF DIRECTORS

Section VIII.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers of a Board of Directors subject to any limitations set forth in the Act, the Articles of Incorporation, and these Bylaws.

Section VIII.2 Appointment, Number and Eligibility. Directors shall be appointed by a majority of Directors present at a meeting at which a quorum of the Board of Directors is present and there are vacant Directorships to be filled. There shall be no less than three (3) and no more than nine (9) Directors of the Corporation (“Directors”). If at any time there are less than three (3) Directors, the Board shall take prompt action to appoint new Director(s) until the minimum requirement of three (3) Directors is met. All Directors shall serve until death, incapacity, resignation, removal or until their successors are duly appointed and qualified. Directors shall have equal voting privileges to consist of one vote each. Evidence of the following qualifications, as determined in the sole discretion of the Board, must be met in order to serve as a Director:

- (a) Twenty-one (21) years of age or older;
- (b) An interest in children and their education;
- (c) Enthusiasm for the School and conviction in its purposes;
- (d) Willingness to give time and energy to serve the School;
- (e) Specific skills to address certain oversight areas, determined by the Board.
- (f) Ability to represent the community and interpret community needs;
- (g) Willingness to support and accept decisions democratically made;
- (h) Willingness to complete any required trainings or readings; and
- (i) Ability to represent the School to the community.

Section VIII.3 Terms. Directors shall serve for a term of three years. The Board shall take action, as necessary, to ensure that continuity is preserved, causing terms to be appropriately staggered so that an odd number of Directors’ terms expire every other year, and an even number expire during the alternating year. Directors may serve for an unlimited number of total terms.

Section VIII.4 Removal of Directors. Any Director may be removed, with or without cause, by a two-thirds vote of the Directors present at a meeting at which a quorum is present, or by a majority vote of the Directors present if the entire Board of Directors is present, excluding the Director in question. The Director in question shall not be counted for purposes of meeting the minimum thresholds required under this Section. If any Director is not present for two consecutive board meetings without providing prior notice to the Board Chair, then that Director shall be deemed to have abandoned his or her Directorship and a vacancy shall be created.

Section VIII.5 Vacancies. Whenever a vacancy occurs on the Board of Directors by reason of death, resignation, incapacity, removal, abandonment, term expiration, or otherwise, such vacancy shall be filled by a majority vote of the Directors present at a meeting at which a quorum

is present. If the Board is unable to reach a majority agreement on an appointment after sixty (60) days from the date the vacancy was created, then the Board Chair shall appoint a Director to fill the Vacancy. A Director appointed to fill a vacancy shall serve until the end of the term of the Director being replaced, or for two years if replacing a Director whose term is expiring.

Section VIII.6 Regular Meetings. A regular annual meeting of the Board of Directors shall be held upon notice each year on or around the month of June or at such other time as determined by the Board of Directors, and shall be called by the Chair, or if none, by any Director. The Board of Directors may provide for the holding of additional regular meetings of the Board of Directors with notice to be given as set forth herein. The Board should attempt to meet at least monthly for a regular meeting, unless there is no business to conduct.

Section VIII.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any three or more Directors. Notice of any special meeting shall state the purpose(s) of the special meeting.

Section VIII.8 Notice of Meeting. Notice of each meeting of the Board 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 (5) days prior thereto by the mailing of written notice by mail or at least one (1) day prior thereto 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). A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. A Director shall be deemed to have waived notice for any meeting at which the Director is present.

Section VIII.9 Quorum and Voting. A majority of Directors serving the Corporation at the time notice of a meeting of Directors is given shall constitute a quorum for the transaction of business at such meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number of votes are required by the Act or these Bylaws.

Section VIII.10 Voting by Proxy. No Director may vote or act by proxy at any meeting of the Directors.

Section VIII.11 Open Meetings. As a Colorado public charter school, the Board shall at all times be subject to and act in accordance with the Colorado Open Meetings Act, C.R.S. 24-6-401, et. seq.

Section VIII.12 Deemed Assent. A Director who is present at a meeting of the Board when action is taken is deemed to have assented to all action taken at the meeting unless such Director objects as required under the Act. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

Section VIII.13 Telecommunication Meetings. Directors or the members of any committee of the Board may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Board Member or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section VIII.14 Compensation. Directors and committee members shall not receive compensation for their services as such; however, the reasonable expenses of Directors and committee members for attendance at meetings may be paid or reimbursed by the Corporation. Directors and committee members shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Article IX

Article X OFFICERS

Section X.1 Officers. The board officers of the Corporation (“Officers”) shall be one (1) Chair, one (1) Secretary, one (1) Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article V. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, including a Vice Chair, and such Officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person.

Section X.2 Election and Term of Office. The Officers of the Corporation shall serve for a term of one (1) year and shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified. There is no limit to the number of terms a Director may serve in a role as an Officer, except that no Director shall serve for more than six consecutive terms in a role as a particular Officer.

Section X.3 Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its sole, discretionary judgment the best interests of the Corporation would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section X.4 Resignation. An Officer may resign by delivering his or her written resignation to the Board or the Chair. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Section X.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section X.6 Chair. The Chair shall be the principal Officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chair shall preside at all meetings of the members of the Board of Directors and shall sign any deeds, mortgages, bonds, contracts, or other instruments on behalf of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Corporation; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section X.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section X.8 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section X.9 Vice Chair. If there is a Vice Chair, and in the absence of the Chair or in the event of the inability or refusal to act of the Chair, the Vice Chair may perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors

Section X.10 Principal. The Principal shall, subject to the direction and supervision of the Board of Directors: (i) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) propose, prepare and present to the Board of Directors specific programs and activities that will further the Corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the Board of Directors; and (iv) perform all other duties incident to the office of Head of School (including hiring and terminating employees, independent contractors, and agents of the Corporation) as from time to time may be assigned to such office by the Board of Directors.

Section X.11 Compensation. Board officers shall not receive compensation for their services as such officers. The compensation, if any, of the Head of School shall be as determined from time to time by the Board of Directors, or by an Officer or a committee to which such authority has been delegated by the Board of Directors. To the extent reasonably feasible, the person or persons determining compensation shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation

based on such data and an evaluation of the Officer's performance and experience as related to the requirements of the position, and shall document the basis for the determination including the comparison data used, the requirements of the position, and the evaluation of the Officer's performance and experience. No Officer shall be prevented from receiving a salary by reason of the fact that the Officer is also a Director. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4958 of the Code.

Article XI

Article XII COMMITTEES

Section XII.1 Committees of Directors. The Board of Directors may designate and appoint one or more committees of the Board of Directors which shall have and exercise the authority of the Board of Directors as granted in the resolution appointing the committee. The appointment of any such committee and the delegation of authority thereto shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him by law.

Section XII.2 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until the member's successor is appointed, unless the committee is sooner terminated, such member is removed from the committee, or the member ceases to qualify as a member.

Section XII.3 Chair. One member of each committee shall be appointed chair of such committee by the Board of Directors or if not appointed by the Board of Directors by the members of the committee. The Chair shall call, conduct and cause minutes to be prepared for each committee meeting.

Section XII.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section XII.5 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section XII.6 Rules. Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, these Bylaws, any rules adopted by the Board of Directors, or the Act.

Section XII.7 Advisory Committees. The Board, in its discretion, may designate and appoint one or more advisory committees or individual advisors to the Board of Directors (collectively, "Advisors to the Board"). Any such Advisors to the Board shall serve in an advisory capacity only and shall have no right to vote on Board decisions.

Section XII.8 Limitations on Authority of a Committee. No committee shall have the authority to amend, alter or repeal Bylaws; elect, appoint or remove any member of a committee or any Director or Officer of the Corporation; amend, alter or repeal any resolution of the Board; or to approve any acts forbidden to be authorized by committees pursuant to the Act.

Section XII.9 Advisory Boards. The Chair of the Board may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the Chair of the Board shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the Chair of the Board. An advisory board may provide such advice, service, and assistance to the Board, and carry out such duties and responsibilities for the corporation as may be specified by the chair of the Board; except that, if any such committee or advisory board has one or more members thereof who are entitled to vote on committee matters and who are not then also Directors, such committee or advisory board may not exercise any power or authority reserved to the Board by the Act, the Articles of Incorporation or these Bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the Chair of the Board.

Article XIII

Article XIV CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIES

Section XIV.1 Contracts. The Board of Directors may authorize any Officer or Director, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or 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.

Section XIV.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chair of the Corporation.

Section XIV.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, or other depositories as directed by the Board of Directors.

Section XIV.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation so long as consistent with the Articles of Incorporation and these Bylaws.

Section XIV.5 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 the corporation.” A “responsible person” is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the corporation. 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 the corporation” includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation 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 the corporation.

(b) Disclosure. If a responsible person is aware that the corporation 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 the corporation 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 the corporation 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. The corporation may enter into a conflicting interest transaction provided either: 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 board of directors or to a committee of the board of directors 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 The conflicting interest transaction is fair as to the corporation.

Section XIV.6 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 resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to, or overdraft of funds by an officer or member of the Board of Directors otherwise than in the ordinary and usual course of the business of the corporation, and on the ordinary and usual course of the business or security, shall be made or permitted.

Section XIV.7 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its Directors or officers. Any Director or officer who assents to or participates

in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

Article XV

Article XVI INDEMNIFICATION

Section XVI.1 Indemnification. The Corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, member of any committee of the Corporation, fiduciary or employee of the Corporation against any claim, liability or expense arising against or incurred by such person made a party to a proceeding because such person is or was a Director, officer, agent, member of any committee of the Corporation, fiduciary or employee of the Corporation, or because such person is or was serving another entity as a director, officer, partner, employee, fiduciary or agent or member of any committee at the Corporation's request.

Section XVI.2 Insurance. The Corporation may purchase and maintain insurance on behalf of a person who is or was a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, or who, while a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation.

Section XVI.3 Limitation. Notwithstanding any other provision of this Article 8, the Corporation shall not indemnify any person or purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or would be determined to be an act of self-dealing within the meaning of Section 4941 of the Internal Revenue Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

Article XVII

Article XVIII AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds affirmative vote of a quorum of the Directors at any regular or special meeting of the Board of Directors if proper notice is given pursuant to Section 4.7; provided, however, that these Bylaws may not be amended in a manner which inconsistent with the Articles of Incorporation or which would disqualify the Corporation under §501(c)(3) of the Code. Such notice shall summarize the proposed changes to be made.

Article XIX

Article XX STANDARDS OF CONDUCT

Section XX.1 General Standards of Conduct. 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 shall discharge the Officer's duties, (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 Officer or Director reasonably believes to be in the Corporation's best interests.

Section XX.2 Reliance on Information. In discharging his or her 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 the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matter presented, (ii) legal counsel, a certified 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 Board 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 10.2 above unwarranted.

Section XX.3 Compliance with Standards of Conduct. A Director or Officer is not liable in his or her capacity as a Director or Officer to the Corporation for any action taken or omitted to be taken as a Director or Officer, as the case may be, if, in connection with such act or omission, the Director or Officer performed the duties of the position in compliance with this Article X.

Section XX.4 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 anti-discrimination laws prohibiting discrimination on the basis of a legally protected class status.

Article XXI

Article XXII RECORDS

Section XXII.1 Minutes, Records, Etc. The Corporation shall keep as permanent records minutes of all meetings of each Board, a record of all actions taken by any Board without a meeting, a record of all actions taken by a committee of any Board in place of such Board on behalf of the corporation, and a record of all waivers of notices of meetings of each Board or any committee of each Board.

Section XXII.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section XXII.3 Records in Written Form. The Corporation shall maintain its records in written or electronic form.

Section XXII.4 Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- (a) The articles of incorporation;
- (b) These Bylaws;
- (c) A list of the names and business or home addresses of all current Directors and Officers;
- (d) All financial statements and Forms 990 prepared for periods ending during the last three years;
- (e) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (f) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

Article XXIII

Article XXIV MISCELLANEOUS

Section XXIV.1 Governing Law. These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Colorado.

Section XXIV.2 Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.

Section XII.3 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.

PRESIDENT'S CERTIFICATE

I, the undersigned, being the President of the Board of Directors of the School, a Colorado nonprofit corporation, do hereby certify that the Bylaws of the Corporation were duly adopted by the Board of Directors effective as of the date listed below.

A true, correct and complete copy of the Bylaws of the Corporation as so adopted and included in the minutes of proceedings referred to above is attached hereto and incorporated herein.

I have hereunto set my hand this 11th day of June, 2019.



By: _____

Name: Bentley B. Rayburn

Title: President, CILA Board of Directors