

BY-LAWS
OF THE
ROCKY MOUNTAIN CLASSICAL ACADEMY

ARTICLE I

GENERAL MATTERS

Section 1.1. Name. The name of the Charter School, a Colorado Non-Profit Corporation, is Rocky Mountain Classical Academy (“RMCA”). The governing body of RMCA shall be referred to as the “Board of Directors.”

Section 1.2 Fiscal Year. The fiscal year of RMCA shall coincide with the fiscal year of Falcon School District #49.

Section 1.3. Chief Administrative Office. The Chief Administrative Office of the Corporation shall be located on the campus of RMCA.

Section 1.4. Registered Office. The Registered Office of the Corporation as recorded with the Colorado Secretary of State may, but need not, be identical with the Chief Administrative Office. The address of the Registered Office may be changed from time to time by the Board of Directors.

Section 1.5. Members. The Corporation has no members. Each parent or guardian of a child enrolled at RMCA shall have the right to participate in the affairs of the Corporation and vote in elections for Directors of the Board, parent members of the School Accountability Committee and on issues placed on the ballot at elections. The term “parent” as used throughout these Bylaws shall refer both to a parent or guardian of an enrolled child.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. Number and Qualifications. RMCA shall have a Board of Directors (“the Board”) consisting of five (5) Parent Members, i.e., the member must be a parent of a pupil enrolled in RMCA, and up to two (2) Community Members, appointed at the discretion of the Board. Such individuals may serve if not disqualified by virtue of having pled guilty to, pled *nolo contendere* to, received a deferred sentence or judgment to, or been convicted of any felony or to any offense involving sexual conduct, domestic violence or child abuse against the laws of the federal government, State of Colorado, any other States or Territories of the United States. No

person shall serve as both a Director and employee, contractor, or vendor to RMCA at the same time. Directors shall be required to receive eight (8) hours of training in governance practice every school year. To be qualified to serve on the Board, a person must certify that he/she has read, understands and adheres to the principles espoused by E. D. Hirsch, Jr., in *The Schools We Need and Why We Don't Have Them*, (or in later works of Hirsch) and in RMCA materials concerning Classical Education. The Chief Administrative Officer and Principals shall participate as non-voting advisory members of the Board.

2.1.1. Parent Members. Parent Members of the Board shall be elected in accordance with Article III of the By-laws. Further, to be qualified for election to the Board, the person (or spouse, or a combination) must have completed at least twenty (20) hours of volunteer service in support of school activities in the prior year, and have paid in full all applicable student fees for their enrolled students.

2.1.2. Community Members. Community Members shall be appointed by the Parent Members of the Board by majority vote and shall serve for a term of one year. Community Members shall be chosen from the public at-large on the basis of professional background in financial, real estate, governmental and/or business affairs. A person appointed as a Community Member may continue to serve if, as a parent of an enrolled student, the student ceases to be enrolled for any reason. If the Community Member is also a parent of an enrolled student and a vacancy should occur among the Parent Members, the Community Member may stand for election on the same basis as any other parent of an enrolled student in accordance with Sections 2.3 and 3.1 of these By-laws.

Section 2.2. Terms. Parent Directors' terms shall be three years in duration. Elections will be conducted in accordance with Article III of these By-laws. Directors' terms, for those filling positions subject to election, shall expire at the first Board meeting after the election and the term of the newly elected Directors shall commence. Directors, whose children leave RMCA for whatever reason, shall cease to be qualified to serve in the position to which they were elected. The Board shall fill the vacancy pursuant to Section 2.3 of these Bylaws. Community Director's terms shall be one year in length, but such persons may be reappointed without limit.

Section 2.3. Vacancies. In the event of a vacancy due to death, disability, resignation, non-enrollment of child or other circumstance of a Parent Director, candidates to serve the remainder of the term will be asked to apply to the Board. Interviews of candidates for appointment to the Board shall be conducted in public session, and a volunteer will be selected by a public vote of the Board from those interested and who meet the eligibility requirements in Section 2.1 of these Bylaws.

Section 2.4. General Powers and Duties. The Board shall manage the property, business and affairs of RMCA. Without limiting the generality of the foregoing and with the exception set forth in Section 2.5 of these Bylaws, the Board of Directors may exercise all such powers of RMCA as are permitted by state and federal law and those powers authorized by Charter Contract.

Section 2.5. Restriction on Board Powers. The Board shall not have the power to alter, change or infringe upon the Classical approach without putting the matter to a vote of all the parents of children then enrolled in RMCA, a two-thirds (2/3) majority of same necessary to authorize such alteration, change or infringement. If the two-thirds of parents for change, the Falcon 49 Board of Education must expressly approve such change before it can be put into effect. Likewise, the Board shall not be empowered to substitute a curriculum for Core Knowledge without a recommendation from the RMCA School Advisory Committee, the permission of the Falcon 49 Board of Education, a majority vote of all the parents of children then enrolled in RMCA, and the intended substitute program having been proven, by reasonably accepted methods of research and verification, to be more effective at imparting knowledge to students in grades K-8 than Core Knowledge.

Section 2.6. Compensation/Reimbursement. Members of the Board shall receive no compensation for their services as members of RMCA's Board of Directors. Directors may be reimbursed for mileage and other expenses pursuant to the conduct of duly authorized Board business, to include training in the methods and practices of charter school governance.

Section 2.7. Resignation and Removal. A Director may resign at any time by giving written notice to the President or Secretary of the Board. Such resignation shall take effect at the time specified in the written notice, and unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. A Director may be removed by a majority of the remaining Board members only for cause as such standard is defined for directors of boards of education in C.R. S. §22-31-129 or such successor law and Section 2.8 of these Bylaws. This provision shall not apply to or limit the recall of Director(s) by parents as provided in Section 2.11 of these Bylaws.

Section 2.8. Attendance. Attendance at Board meetings is mandatory. Missing three meetings during any calendar year without prior approval of the Board or the President of the Board shall be cause for immediate removal from the Board according to the procedures in Section 2.7 of these Bylaws.

Section 2.9. Rules of Order. The meetings of the Board shall be guided by *Roberts' Rules of Order*, newly revised.

Section 2.10. Directors' Conflicts of Interest. Directors shall disclose any known or potential conflicts of interest in writing to the Board prior to the time set for voting on any such transaction. Further, a statement of the conflict will be made during public sessions. Any Director in a conflict situation will not vote on the matter or attempt to influence the decisions of any other Director in voting on the matter. The written disclosures will be attached to the Minutes of the meeting in which Board action occurred relating to the matter disclosed.

Section 2.11. Recall. Parents of students enrolled in RMCA may, at any time, request that an election be held for the recall of one or more Parent Directors by obtaining the signatures of at least twenty-five (25) percent of the parents of children enrolled at that time on a recall petition, that number of parents must also be at least 25% of the total votes cast in the previous election.

In such an event, the recall election shall be completed with 45 days following delivery of the petition to the Board. The recall will be deemed successful if a majority of those parents casting ballots vote in favor of the recall. The recall election shall be conducted in a manner so that the individuals interested in serving as Parent Director(s) in the event the recall is successful may nominate themselves as replacement Parent Directors according to the procedures in Section 3.1 of these Bylaws. Candidates for positions as replacement Parent Directors shall be listed upon the ballot in a manner consistent with that for recall elections for school district directors under Colorado law. Should the recall be voted but no candidate has been put forward as a replacement, the remaining Board members shall appoint a Director to serve out the recalled Director's term of office from among the parents of enrolled students.

ARTICLE III

NOMINATIONS AND ELECTION

Section 3.1. Nominations. Any person eligible to serve as a Parent Director under Section 2.1 of these Bylaws may self-nominate for election to an open position. Self-nomination shall be in writing and shall include a brief description of personal qualities and background thought to be of importance to fulfilling the position, as well as a statement of goals to be pursued as a Director. Self-nominations shall be deposited with the Chief Administrative Officer of RMCA or the President of the Board of Directors during normal school hours anytime during a period between forty-five (45) days and fourteen (14) days prior to the scheduled election. The Chief Administrative Officer will be responsible for certifying that the volunteer time and student fee qualifications have been met. All materials submitted shall be public records and shall be available for review by third parties.

Section 3.2. Candidate Forum. At a date and time set by the Board within the 14-day period between the close of nominations and the date set for elections, a candidates' forum will be held. A Director who is not standing for election will conduct the forum. Candidates will be given an equal opportunity to present themselves and respond to questions from parents, teachers, and staff members.

Section 3.2. Elections. Election of Directors will be held in those years in which openings will occur on a day set by resolution of the Board. The Board resolution shall be adopted at least 45 days prior to the election date, and the election shall be at least three days in advance of the fourth Thursday of October from 7AM to 7PM at RMCA in a location designated by the Election Coordinator. The Board may provide for early voting by resolution and may extend, prior to the commencement of voting, the number of days used for casting of ballots. Eligible voters may, in conjunction with an election of Directors, vote upon other issues that have been determined to require parental approval by the Board. Voting shall be by secret ballot. Votes will be tallied by a teller committee appointed by the Board from among parents who are not also employees of RMCA. Each candidate shall be allowed one representative to observe the vote tally.

Section 3.3. Eligible Voters. All parents exercising custody of children attending RMCA on the election day(s), including serving Directors, shall be eligible to vote. Each voter shall be allowed only one vote for each Board position or issue, regardless of the number of children attending RMCA. Cumulative voting shall not be permitted. Voters will be required to present a form of identification sufficient to establish identification for proof of registration as required for elections under Colorado law and sign a roster of voters confirming their eligibility to vote.

Section 3.4. Election Coordinator/Election Committee. An Election Coordinator will be appointed by the Board, preferably from among Directors not standing for election, although if necessary, the Election Coordinator may be chosen from among parents of enrolled students not holding any elective position in RMCA nor standing for election. The Election Coordinator shall direct the activities of an Election Committee in overseeing the conduct of the elections. The Election Committee shall be comprised of volunteers from among parents and staff members of RMCA, except that only parents who are not employees of RMCA shall serve on the teller committee. The Board shall determine the number of persons making up the Election Committee in conjunction with the determination of the length of time and hours set for elections.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1. Meetings. The Board will meet at least once a month to discuss operations of RMCA, to review financial reports, and to hear reports and updates from Directors and Committees, to consider and to adopt or change policy, and to consider requests and concerns from parents, students and teachers. All actions taken by the Board of Directors will require a majority vote. Meetings of the Board will be in accordance with C.R.S. §24-6-401 *et seq.* (Colorado Open Meetings Law), as may be amended from time to time.

Section 4.2. Notices. Notice, including agenda information, of any meeting of the Board at which the adoption of any proposed policy, position, resolution, rule, regulation, or formal action will occur or at which a majority or quorum of the Board is, or expected to be, in attendance will be publicly posted at a location designated by the Board at least forty-eight (48) hours in advance at a location of RMCA visible to the public, except in the event of an emergency requiring action by the Board, the Board may meet upon 24 hours prior notice posted in accordance with the Colorado Open Meetings Law. Notice of such meetings will also be posted to RMCA's website in accordance with the deadlines contained herein.

Section 4.3. Quorum. A quorum shall consist of majority of the seated Directors, 3 of 5 or 4 of 6 or 7 provided, however, that less than four Directors may recess, adjourn, or postpone a meeting until a quorum may be present.

Section 4.4. Minutes. Approved minutes of all public board meetings will be prepared and filed in the office of RMCA in a prompt manner. The minutes will be available for public review during regular business hours.

Section 4.5. Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating, including members of the public, can hear each other at the same time. Participation by such means shall constitute presence in person at such meetings.

Section 4.6. Executive Sessions. All regular and special meetings of the Board shall be open to the public, except that, upon a vote of the majority of Directors present, an executive session may be held to discuss any one or more of the subjects permitted by the Colorado Open Meetings Law. The motion requesting the Executive Session shall state the nature of the matter to be discussed in such detail required by the Colorado Open Meetings Law. Only those persons invited by the Board may be present during the Executive Sessions. The Board shall not make final policy decisions, nor shall any resolution, rule, regulation or formal action or any action approving a contract or calling for the payment of money be adopted or approved at any session which is closed to the general public. Executive Sessions must be recorded electronically, with the exceptions of discussions concerning individual students and those matters constituting privileged attorney-client communications as stated by the attorney present for the electronic record or attested to by signed statement.

Section 4.7. Working Sessions. The Board of Directors may meet from time to time to receive information and discuss certain topics after providing notice of time, place and subject matter in accordance with Section 4.2 of these Bylaws. Such meetings will be open to the public and generally limited to the consideration of one or two special topics or general areas surrounding a common theme. Action at such meetings will be restricted to the formation of committees and requesting of the Chief Administrative Officer, or other staff of RMCA, as appropriate, that analyses be performed and reports be prepared for submission to the Board.

ARTICLE V

OFFICERS OF THE BOARD OF DIRECTORS

Section 5.1. Officers. The Officers of the Board of Directors of RMCA shall consist of a President, Vice President and Secretary/Treasurer.

Section 5.2. Election and Term. Officers of the Board shall be elected at the first meeting of the Board after the election for Directors and shall serve until the meeting following the next elections.

Section 5.3. Vacancies. Any vacancy among the Officers shall be filled by the Board from among its members.

Section 5.4. President. The President shall preside at all meetings of the Board, have general charge of all business of the Board, and shall see that all orders, resolutions, and policies of the Board of Directors are carried into effect. The President shall execute contracts which have been approved by the Board, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to the Principal, Vice-Principals, some other Officer or agent of RMCA. In general, the President shall perform all duties and may exercise all rights as are incident to the Office of the President of the Board of Directors and such other duties as may be prescribed by the Board or these By-laws.

Section 5.5. Vice-President. The Vice-President shall have all the powers and perform all the duties of the President in the absence or disability of the President. The Vice-President shall perform such other duties as from time-to-time may be assigned to him or her by the President or by the Board.

Section 5.6. Secretary/Treasurer. The Secretary/Treasurer shall keep full minutes of all the meetings of the Board, and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in one or more books to be kept for that purpose. The Secretary/Treasurer shall see that all notices are duly given in accordance with these By-laws or as required by law. The Secretary/Treasurer also shall oversee the budget and budgetary matters. Alternately, at the discretion of the Board of Directors, the role, functions, and duties of Secretary may be performed by a member of RMCA's staff designated for that purpose. Likewise, the role and duties of the Treasurer may be delegated to appropriate staff of RMCA, except that the ultimate responsibility for oversight and approval of all funding and budgetary matters and policies remains with the Board as a whole.

Section 5.7. Resignation and Removal. Any officer may resign at any time by giving written notice to the President or Secretary of the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer of the Board may be removed at any time, for cause, by an affirmative vote of a quorum of the Board, whenever in their judgments, the best interests of RMCA are served by the removal. Removal of an individual from his or her office shall not result in the officer's removal as a Director except for cause as provided in Section 2.6 of these Bylaws.

ARTICLE VI

COMMITTEES

Section 6.1. The Board of Directors may appoint any ad hoc committees deemed necessary to conduct its operations, so long as a member of the Board of Directors is tasked as chairperson of any such committee.

Section 6.2. Election Committee. At least 90 days prior to the October elections called for in Section 3.2 of these By-laws, the Board of Directors shall appoint an Election Coordinator and

shall further appoint an Election Committee meeting the qualifications set forth in Section 3.4 of these Bylaws.

Section 6.3. School Accountability Committee. In fulfillment of the requirements of C.R.S. §22-11-401 and -402, there shall be a RMCA School Accountability Committee as a standing body to provide advice and aid in RMCA’s accountability process. The School Accountability Committee shall be responsible for providing to the Board of Directors, through the Chief Administrative Officer, recommendations regarding the prioritization of expenditures of school moneys to include grants; means for determining whether decisions affecting the educational process are advancing or impeding student achievement; issues of safety related to the school environment; be involved in the creation of any performance, improvement, or turn-around plan; and, reporting to students, parents, and the Falcon 49 District Accountability Committee on the educational performance of the school, including the provision of data for the appraisal of such performance.

Section 6.3.1. Membership. . The RMCA School Accountability Committee shall consist of at least seven members, designated, appointed, or elected as follows:

- 6.3.1.1** The Chief Administrative Officer or his/her designee;
- 6.3.1.2** A teacher providing instruction at RMCA;
- 6.3.1.3** Three parents or legal guardians of students enrolled in the school who are elected by a vote of the parents and legal guardians of pupils enrolled in RMCA;
- 6.3.1.4** One adult member appointed by RMCA Parent-Teacher Organization from among its members;
- 6.3.1.5** A person from the community who is involved in business, appointed by the Chief Administrative Officer; and,
- 6.3.1.6** A member of the Board, appointed by the President of the Board.
- 6.3.1.7** The Board, at its discretion, may add representation as it deems fit, so long as the parental members exceed the number of members of the second largest group of members.

Section 6.3. 2. Term. Members of the School Accountability Committee shall serve for terms of two years. Except for the Chief Administrative Officer and staff member specialist(s) in assessment matters, no member of the Committee shall serve more than two consecutive full terms, plus any balance remaining on an un-expired term if the initial appointment was to fill a vacancy.

Section 6.3.3. Vacancies. Any vacancies that may arise on the School Accountability Committee by reason of a member’s resignation or disqualification or for any other reason shall be filled by majority action of the remaining members of the Council.

ARTICLE VII

Chief Administrative Officer

The Chief Administrative Officer shall serve as the official representative of RMCA to the community, the Falcon 49 District Administration, the District Board of Education, as delegated from time to time by the RMCA Board President, and as the chief administrator of RMCA over all aspects of the operations of RMCA, as well as for such other services and duties as shall be assigned by the Board of Directors. The Chief Administrative Officer shall be assisted in the performance of his/her duties by a Vice-Principal from each school making up RMCA at any given time. The Chief Administrative Officer shall be appointed by the Board and may be removed by a vote of the majority of the Board, with or without cause, whenever in the judgment of the Board, the best interests of RMCA are served by such action. Any contract or agreement entered into by the Board with the Chief Administrative Officer contrary to the provisions of this Article, any other provision of these By-laws, or the “at will” nature of employment under Colorado law shall be null and void.

ARTICLE VIII

INDEMNIFICATION

No Officer or Director of the Board shall be personally liable for any obligations of RMCA or for any duties or obligations arising out of any acts or conduct of said Officer or Director performed for or on behalf of RMCA. RMCA shall and does hereby indemnify and hold harmless each person and their heirs and personal representative who shall serve at any time hereafter as Director or Officer of RMCA, from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of either heretofore or hereafter serving as a Director or Officer of RMCA, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such Director or Officer, and shall reimburse each such for legal and other expenses reasonably incurred in connection with the defense of any such claim or liability. This indemnity shall include the power to defend such person from all suits or claims as provided for under the provisions of the Colorado Nonprofit Corporation Act or the corporation code of any state in which RMCA transacts business; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person’s own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of RMCA to indemnify or reimburse such person in any proper case, even though not specifically herein provided. RMCA, its Directors, officers, employees and agents shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any By-law, agreement, vote of the Board or otherwise concerning actions taken in an official capacity for RMCA and shall extend to such actions completed by any person who has ceased to be a Director, employee, or agent, and this indemnification shall inure to the benefit of the heirs and personal representatives of such persons.

ARTICLE IX

INSURANCE

By action of the Board of Directors, notwithstanding any interest of the Directors in this action, RMCA may purchase and maintain insurance, as the Board of Directors deems appropriate, on behalf of any person who is or was a Director, Officer, employee, fiduciary, or agent of RMCA, or who, while a Director, Officer, employee, fiduciary or agent of RMCA, is or was serving at the request of RMCA as a Director, Officer, trustee, employee, fiduciary or agent of RMCA Building Corporation, against any liability asserted against, or incurred by, that person in any such capacity or arising out of their status, whether or not RMCA would have the power to indemnify that person against such liability under the provisions of Article VIII of these By-laws or applicable law.

ARTICLE XI

AMENDMENT OF THE BY-LAWS

With the exception of Section 2.5, the By-laws may be amended, altered or repealed and new By-laws adopted upon majority vote of the Board of Directors of RMCA. Section 2.5 of these Bylaws may be amended, altered or repealed only upon the recommendation of the RMCA School Accountability Committee, the unanimous vote of the Board of Directors of RMCA, a two-thirds majority vote of the parents of students enrolled in RMCA, and the express consent of the District 49 Board of Education

These By-laws supersede all previous versions.

Dated this 29th day of November 2012



Dr. Scott B. Cathey
President of the Board of Directors
Rocky Mountain Classical Academy.

ATTEST:

These By-laws were approved and adopted by resolution by the Board of Directors of Rocky Mountain Classical Academy at the regular meeting of November 29, 2012. The vote to adopt was 5 for, 0 against.

