



THE CLASSICAL ACADEMIES

- ESCONDIDO | VISTA | OCEANSIDE | ONLINE -

Board of Directors Meeting

The Classical Academy, Inc.

Tuesday, July 21, 2020 at 2:00 pm

Meeting Participation:

Google Hangout:

<https://meet.google.com/tiy-fivd-bjc?authuser=0>

Telephone: 1-954-666-4605 PIN:
430 744 439#

Disability-related modifications or accommodations to participate in this public meeting should be made 24 hours prior to the meeting by calling 760-520-6747. All efforts will be made for reasonable accommodations.

AGENDA

1. Open Public Meeting with Pledge of Allegiance
2. Review and Approval of Past Minutes
 - Meeting of May 18, 2020
3. Correspondence
 - Written
 - Oral – 2 minute maximum per speaker
4. Treasurer's Report
 - State Funding Update
 - Financial Update
5. New Business
 - Resolution to Approve Issuance in Bonds through the California School Finance Authority – California State Treasury
 - School Reopening Plan
 - Corporation Bylaws: Updated, Review and Approval
 - Annual Letter to Escondido Union & High School District Superintendents
 - Advocacy Letter to State Assembly Members Regarding Funding
 - COVID-19 Operations Written Reports:
 - (a) The Classical Academy
 - (b) Classical Academy High School
 - (c) Classical Academy, Vista
6. Old Business
 - Enrollment
7. Adjournment - Next meeting Tuesday, September 8, 2020

This meeting complies with the Governor's Executive Order N-29-20.

"Partnering With Parents For Quality Education"

***A California Public Charter School Serving North County San Diego Since 1999
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THE CLASSICAL ACADEMY

BOARD OF DIRECTORS			
Date	May 18, 2020	Call to Order	9 am
Board Members Present via Virtual Call:	Mark Reardon, Paul Donovan, Patty Huerta, Angie Mosteller, and Mark Donar		
Board Members Absent:	None		
Speakers Present:	Kenna Molina, Jennifer Morrow, Kirstin Lasto, Dana Moen, Dr. Stacey Perez, James Heath, Cori Coffey, Jared Baez, Laura Hughes, and Cameron Curry		
Note taker:	Sonia Ryan		

Agenda for May 18, 2020

1. Roll Call/Meeting Opening

- | | |
|--|---|
| <input checked="" type="checkbox"/> Mark Reardon | <input checked="" type="checkbox"/> Angie Mosteller |
| <input checked="" type="checkbox"/> Mark Donar | <input checked="" type="checkbox"/> Paul Donovan |
| <input checked="" type="checkbox"/> Patty Huerta | |

Mark Reardon, Board President, lead the Board Members and audience with the Pledge of Allegiance.

2. & 3. Student and Principal’s Voice – Distance Learning Update

2. Student’s Voice: None

3. Principal’s Voice:

Kenna Molina, Principal for TCA, shared 99% of students are engaged in Math and ELA, with 100% percent participation in Unit 5 Conferences. The team and parents have risen to the challenges. SPED services have continued, with small group and individual support for math and reading, art, PE, music lessons, and three assemblies a week involving students. The biggest challenge is being prepared for the next step, while not knowing what that is.

Jennifer Morrow, Principal for CAMS – shared 100% of students have been in communication with at least one teacher and engaged at some level in learning. 100% of 82 Summit students have accessed the platform. Since the start of distance learning, students have passed a total of 464 Power Focus Areas or an average of 84 per week. Currently have 200 M-track students. Students who weren’t engaging were contacted numerous times. Only two students needed their Accountability Plans updated. Holding ~40 live sessions per week (16 teachers). 6th grade/new family onboarding has happened. Many feel the emotional strain of not knowing the future.



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Kirstin Lasto, Principal for CA Vista, shared the majority of students are engaged with Distance Learning. Families have been very positive about the support they are receiving. New students are coming in based on what they are hearing about CA Vista's success with Distance Learning. The outpouring support for our teachers has been above expectations.

Dr. Stacey Perez, Principal, shared Classical Academy High School Personalized Learning had a very easy transition, with all teachers and students engaged. CAHS-PL has recently been featured in positive articles in [USA Today](#) and in the [The Hechinger Report](#).

Dana Moen, Principal for CAHS, shared they have grown in student participations from 75% to 95%. Teachers stepped up immediately providing engaging lessons and videos.

4. Correspondence

Written: None Presented

Oral: None Presented

5. Consent Agenda

- A. Review and Approval of Past Minutes
 - i. Meeting of 2/25/20
- B. School Enrollment
- C. Travel Coast Policy for Leaders
- D. Organizational Leadership Plan

Motion	Moved	Second	Vote	Passed	Denied
Motion to approve contents of A, B, and D of the Consent Agenda and separate out C from the Consent Agenda for discussion.	Patty	Angie	5-0	✓	

- Mark Reardon
- Angie Mosteller
- Mark Donar
- Paul Donovan
- Patty Huerta

Motion	Moved	Second	Vote	Passed	Denied
Motion to approve C. Travel Coast Policy for Leaders in the of the Consent Agenda.	Mark R.	Paul	5-0	✓	



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- Mark Reardon
- Mark Donar
- Patty Huerta
- Angie Mosteller
- Paul Donovan

New Business

6. Treasurer's Report

James Heath, CFO, provided a financial report for The Classical Academy, Classical Academy Middle School, Classical Academy High School, Classical Academy High School Personalized Learning, and Classical Academy Vista and the budget for school year 2020/21.

Motion	Moved	Second	Vote	Passed	Denied
Motion to accept the Financial Report as presented.	Angie	Paul	5-0	✓	

- Mark Reardon
- Mark Donar
- Patty Huerta
- Angie Mosteller
- Paul Donovan

Motion	Moved	Second	Vote	Passed	Denied
Motion to accept the 2020/21 Budget as presented.	Mark D.	Patty	5-0	✓	

- Mark Reardon
- Mark Donar
- Patty Huerta
- Angie Mosteller
- Paul Donovan

7. Special Education – Distance Learning Update

Cori Coffey, Director of Special Education, shared the successes and challenges of moving students with IEPs online. They are currently able to do partial assessments using google tools, along with a thorough review of past student records. Full assessments will be made once the students are able to come back to campuses.

In addition, Cori requested Board approval for the Classical Academy High School Special Education Department to continue to partner with the Department of Rehabilitation (DOR) to receive a Transition Partnership Program (TPP) grant. The grant for the past three years was \$58,600. The renewal TPP grant is \$198,000 yearly. TPP enables students with special needs to jointly work with CAHS and DOR to participate in job development, job placement, and job coaching.



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Motion	Moved	Second	Vote	Passed	Denied
Motion to approve the Resolution for the TPP grant to continue the partnership and for Cori Coffey to be the authorized signatory of the TTP documents.	Angie	Patty	5-0	✓	

- | | |
|--|---|
| <input checked="" type="checkbox"/> Mark Reardon | <input checked="" type="checkbox"/> Angie Mosteller |
| <input checked="" type="checkbox"/> Mark Donar | <input checked="" type="checkbox"/> Paul Donovan |
| <input checked="" type="checkbox"/> Patty Huerta | |

8. Local Control Accountability Plan (LCAP) Presentation

Dr. Stacey Perez, Principal, Classical Academy High School Personalized Learning, provided LCAP presentation for approval. A Local Educational Agency’s (LEA) plan to serve students is largely expressed through its LCAP.

Motion	Moved	Second	Vote	Passed	Denied
Motion to accept the LCAPs as presented.	Angie	Mark R.	5-0	✓	

- | | |
|--|---|
| <input checked="" type="checkbox"/> Mark Reardon | <input checked="" type="checkbox"/> Angie Mosteller |
| <input checked="" type="checkbox"/> Mark Donar | <input checked="" type="checkbox"/> Paul Donovan |
| <input checked="" type="checkbox"/> Patty Huerta | |

9. Sandy Hook Promise Update

Jared Baez, Director of Security, gave an update on the Say Something Anonymous Reporting System (SSARS). The program was launched late October 2019 and included SSARS Teams consisting of principals, counselors, psychologists, administration, and security at CAHS and CAHS-PLC. When a report is received, an email is sent to the campus teams. A conversation between the “Say Something” operator and the student is initiated to provide immediate assistance and set the stage for school teams or police to take over as necessary. Next steps: establish/reinforce student engagement through Save Promise Club, provide “Say Something” Refresher - Remind students of all their resources including the SSARS, and launch for middle schools.

Information only.

10. Social and Emotional Counseling Update



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Laura Hughes, Lead School Counselor, presented current trends in counseling, which includes disengagement and self-isolation, increased self-reported anxiety, depression, and boredom, an influx of students who have not reached out for counseling before, and more parent/family conflict. Counseling is connecting with students through phone and Google Hangouts. Knowing the return to school will come with fears and anxieties, the Team is brainstorming ways to support the return.

Information only.

11. School Reopening Update

Cameron Curry, CEO, shared plans to survey parents and employees on their comfort level with returning to work and if so, having (student/employees) temperature taken at arrival, wearing a mask, and social distancing. The survey results will be shared with the Board of Directors. Plans for a return, along with needed supplies, is in place.

Adjournment

Meeting Adjourned at 10:46 am.

Next regularly scheduled meeting is Tuesday, September 8, 2020, at Classical Academy Vista.

Report from Closed Session

N/A

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of The Classical Academy, a California nonprofit public benefit corporation; that these minutes, consisting of five (5) pages are the minutes of the meeting of the Board of Directors held on May 18, 2020.

Secretary

Date

THE CLASSICAL ACADEMY, INCORPORATED
RESOLUTIONS OF THE BOARD OF DIRECTORS

(2020 Bond Financing)

The Board of Directors (the “**Board**”) of The Classical Academy, Incorporated, a California nonprofit public benefit corporation (the “**Corporation**” or “**Lessee**”), hereby adopts the following Resolutions:

WHEREAS, the Corporation is organized for charitable purposes;

WHEREAS, the specific and primary purposes of the Corporation is to manage, operate, guide, direct, promote, support, and hold charters or contracts for one or more public charter schools;

WHEREAS, the Corporation operates the public charter schools known as The Classical Academy (the “**Elementary School**”) and Classical Academy High School (the “**High School**”) and collectively with the Elementary School, the “**Schools**”)

WHEREAS, the Corporation operates the public charter school known as The Classical Academy (the “**Elementary School**”) in part on real property located at (a) 2950 South Bear Valley Parkway, Escondido, California (the “**Bear Valley Facility**”), (b) 130 Woodward Avenue, Escondido, California (the “**130 Woodward Facility**”), and (c) 235/237 West Washington Avenue, Escondido, California (the “**Washington Avenue Facility**”) and collectively with the Bear Valley Facility and the 130 Woodward Facility, the “**Facilities**”);

WHEREAS, the Corporation currently leases the Bear Valley Facility and 130 Woodward Facility. Grades TK through 8 of the Elementary School are operated at the Bear Valley Facility. Certain programs of the High School are operated at the 130 Woodward Facility. The Washington Avenue Facility is used by TCA in connection with the Elementary School and the High School.

WHEREAS, the California School Finance Authority (the “**Authority**”) proposes to issue its California School Finance Authority Charter School Revenue Bonds (Classical Academies Project), Series 2020A (the “**Series 2020A Bonds**”) and its Charter School Revenue Bonds (Classical Academies Project), Series 2020B (Taxable) (the “**Series 2020B Bonds**”) and together with the Series 2020A Bonds, the “**Series 2020 Bonds**”) in a maximum aggregate amount not to exceed \$21,000,000 pursuant to an Indenture (the “**Indenture**”), by and between the Authority and Wells Fargo Bank, National Association, as trustee thereunder (the “**Trustee**”);

WHEREAS, the Authority proposes to make a loan (the “**Loan**”) of the proceeds of the Bonds to Partnering With Parents, LLC, a California limited liability company whose sole member is the Corporation (the “**Borrower**” or “**Lessor**”) pursuant to the terms of a Loan Agreement (the “**Loan Agreement**”) between the Authority and the Borrower;

WHEREAS, the Corporation proposes to secure the obligations of the Borrower under the Bonds and the interest thereon shall be payable solely out of certain revenues and income received by the Authority or the Trustee pursuant to the Loan Agreement and Obligation No. 2 relating to the Bonds (“**Obligation No. 2**”) issued by the Borrower in an amount equal to the aggregate principal amount of the Bonds pursuant to a Master Indenture of Trust, dated as of December 1, 2017 (the “**Master Indenture**”), as supplemented by a Supplemental Master Indenture for Obligation No. 1, dated as of December 1, 2017 (the “**First Supplemental Master Indenture**”) and a Supplemental Master Indenture for Obligation No. 2, dated as of September 1, 2020 (the “**Second Supplemental Master Indenture**”), by and between the Borrower, as representative of the Obligated Group, and Wells Fargo Bank, National Association, as master trustee thereunder (the “**Master Trustee**”), as well as a deed of trust relating to the Facilities, granted by the Borrower for the benefit of the Master Trustee (the “**Deed of Trust**”);

WHEREAS, RBC Capital Markets, LLC (the “**Underwriter**”) proposes to underwrite the Bonds pursuant to a bond purchase agreement (the “**Bond Purchase Agreement**”), by and among the Underwriter, the Authority, the Borrower, and the Corporation;

WHEREAS, the Borrower proposes use the proceeds of the Loan to, among other things, (i) finance the acquisition, construction, expansion, rehabilitation, renovation, furnishing and equipping of certain charter school educational facilities, including classroom and administrative spaces and related and appurtenant facilities, to be located at or adjacent to the “Facilities, (ii) pay costs of issuance of the Bonds, and (iii) fund all or a portion of a debt service reserve fund deposit, capitalized interest, and related working capital ((i) through (iii) collectively, the “**Series 2020 Project**”);

WHEREAS, Borrower proposes to lease the Facilities to the Corporation for use and occupation by the Schools pursuant to one or more Lease Agreements (the “**Leases**”);

WHEREAS, the Corporation proposes to secure or support the obligations of the Corporation under the Leases and the obligations of the Borrower with respect to the Bonds by, among other things, security interests in (i) the gross revenues of the Schools under the Leases, (ii) the Facilities, and (iii) Gross Revenues of the Borrower, under the Master Indenture, as well as all Pledged Assets and Pledged Revenues as defined in the Indenture, as well as one or more intercepts of portions of the Schools’ general purpose apportionment by the State Controller or another state agency of the State of California (collectively the “**Intercept**”);

WHEREAS, in connection with the foregoing, a Preliminary Limited Offering Memorandum (the “**Preliminary Limited Offering Memorandum**”), and a Limited Offering Memorandum (the “**Limited Offering Memorandum**”) will be prepared to furnish information with respect to the sale and delivery of the Series 2020 Bonds, and the Borrower will undertake pursuant to a Continuing Disclosure Agreement (the “**Continuing Disclosure Agreement**”) to provide annual reports and notices of certain events relating to the Notes;

WHEREAS, the Board finds that the terms of the foregoing transactions (collectively, the “**Transactions**”) are fair and reasonable as to the Corporation, the Borrower, and the Schools

under the circumstances, are in the best interests of the Corporation, the Borrower, and the Schools, and in furtherance of the charitable purposes of the Corporation;

WHEREAS, the Board desires that the Corporation and Borrower take all actions necessary or advisable to facilitate the Transactions;

NOW, THEREFORE, BE IT RESOLVED, that, the Board approves the Transactions and authorizes the execution, delivery and performance by the Corporation and Borrower of the documents and agreements listed on Schedule 1 attached hereto and all such other documents, instruments and agreements as may be necessary or advisable to facilitate the Transactions (collectively, the “**Transaction Documents**”);

RESOLVED FURTHER, that the Transactions and the Transaction Documents, in substantially the forms presented to the Board of Directors, together with any related documents be, and the same hereby are, approved in all respects.

RESOLVED FURTHER, that the Board hereby ratifies and confirms that (i) as of July 21, 2020, the persons named below had been duly selected as directors of the Corporation, held the offices of the Corporation set opposite their respective names, and had terms of office ending on the respective dates indicated, and (ii) as of the date hereof, the directors and officers of the Corporation, and the respective terms of office, continue to be as set forth below, and (iii) that the Board appoints the individuals listed below, and each of them individually (each, an “**Authorized Signatory**”), as authorized signatories of the Corporation for purposes of executing the Transaction Documents on behalf of the Corporation:

Name	Position	Term ends
Mark Reardon	President	January 2023
Patty Huerta	Treasurer	January 2023
Mark Donar	Secretary	May 23, 2021
Paul Donovan, Jr.	Member	June 2023
Angie Mosteller	Member	May 21, 2023
Cameron Curry	Ex Officio; Executive Director	N/A

RESOLVED FURTHER, that any deficiencies in any prior action, appointment, election, minutes or records of the of directors or officers of the Corporation or Borrower are hereby corrected to conform to this resolution;

RESOLVED FURTHER, that the Board appoints the individual listed below (“**Authorized Signatory**”, with all authorized signatories referred to as “**Authorized Signatories**”), as authorized signatories of the Borrower for purposes of executing the Transaction Documents on behalf of Borrower:

1. Lori Foster-Perez, Manager

RESOLVED FURTHER, that the Authorized Signatories, and each of them individually, are authorized and directed, for and in the name and on behalf of the Corporation or

the Borrower, as applicable, to execute, deliver, approve, and, as appropriate, declare final the Transaction Documents, in the forms that have been presented to the Board for approval or with such amendments or modifications thereto as an Authorized Signatories may approve as necessary or advisable, and all such other escrow agreements, leases, security agreements, account control agreements, subordination, non-disturbance and attornment agreements, tax certificates, tax and regulatory compliance agreements, disclosure agreements, assignments, indemnification agreements, guaranties, subordination agreements, letters of representation, notices, certificates, and other documents, agreements, or instruments or amendments to any of the foregoing, as an Authorized Signatories may approve as necessary or advisable to facilitate the Transactions, each with such additions, deletions or changes therein as the Authorized Signatory executing the same shall approve (the execution and delivery thereof by any such Authorized Signatory to be conclusive evidence of his or her approval of any such document, agreement, instrument, amendment, addition, deletion or change);

RESOLVED FURTHER, that the Schools may apply for grant funds under the Charter School Facility Grant Program to be applied to costs associated with facility rents under the Leases, if eligible to do so;

RESOLVED FURTHER, that the Board authorizes the use and distribution of the Preliminary Limited Offering Memorandum and Limited Offering Memorandum by the Underwriter, and authorizes the Authorized Signatories to deem the Preliminary Limited Offering Memorandum final;

RESOLVED FURTHER, that pursuant to Section 17199.4(c)(1) of the Education Code of the State of California, the Board of Directors of the Corporation, acting through the Board of Directors pursuant to these resolutions, hereby elects to participate in the Intercept to secure payment of the principal of and interest on the Series 2020 Bonds and related obligations, and the payment of other costs necessary or incidental to the Transactions, by providing notice to the Controller of the State of California pursuant to Section 17199.4 of the Education Code; and the Authorized Officers, each acting alone, are authorized and directed, for and in the name and on behalf of Corporation, to provide notice to the Controller of the State of California or other applicable state agency of the State of California of such election of the Board of Directors.

RESOLVED FURTHER, that the Corporation hereby ratifies and confirms the acts of its officers, agents or employees taken on behalf of the Corporation or Borrower in connection with the Transactions;

RESOLVED FURTHER, that by the adoption of these resolutions, the Board hereby reconfirms, ratifies and adopts all prior actions of the Board which may have previously been taken in connection with the Transactions;

RESOLVED FURTHER, that all prior resolutions of the Board or any parts thereof in conflict with any or all of the foregoing resolutions are hereby repealed to the extent of such conflict;

RESOLVED FURTHER, that these resolutions shall take effect and be in full force immediately after their adoption by the Board; and

RESOLVED FURTHER, that the Authorized Signatories, and each of them individually, are authorized and directed, for and in the name and on behalf of the Corporation or the Borrower, as applicable, to approve, execute and deliver any and all documents, instruments and agreements, and to perform or cause to be performed any and all acts as may, in their judgment, be necessary or desirable to accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby and by the agreements therein approved, and any such documents, instrument or agreements so executed and delivered or actions taken by them or any of them shall be conclusive evidence of their authority in so doing.

Certificate of Secretary

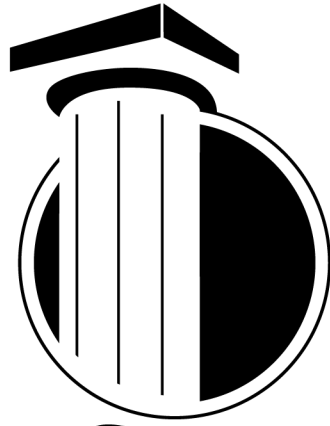
The undersigned certifies that the undersigned is the duly appointed and acting Secretary of the Corporation, and that the foregoing is a true and correct copy of Resolutions that were duly adopted on July 21, 2020, by the majority vote of the directors of the Corporation present at a meeting of the board of directors of the Corporation duly held on such date in compliance with the bylaws of the Corporation, and while a quorum was present.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Corporation this 21st day of July 2020.

Mark Donar, Secretary

Schedule 1
Transaction Documents

1. Bond Purchase Agreement.
2. Indenture.
3. Bonds.
4. Loan Agreement.
5. Leases.
6. Deed of Trust.
7. Continuing Disclosure Agreement.
8. Tax Certificate and Agreement.
9. Preliminary Limited Offering Memorandum and Limited Offering Memorandum.
10. Obligation No. 2.
11. Second Supplemental Master Indenture.



THE CLASSICAL ACADEMIES

BYLAWS

OF

THE CLASSICAL ACADEMY, INCORPORATED

A California Nonprofit Public Benefit Corporation

Adopted February 9, 1999

Amended:

September 30, 2003

December 8, 2004

January 25, 2011

June 4, 2013, and

January 10, 2018

July 2020

ARTICLE I

OFFICES

“The principal office for the transaction of the activities and affairs of the Corporation is Escondido, State of California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.”

As The Classical Academy, Inc. (“TCA”) will be operating other schools, including The Classical Academy, Classical Academy, Vista, and Classical Academy High School. The corporation’s office should not be tied to one school district.

ARTICLE 2

PURPOSE

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law (California Corporations Code § 5110, et seq.) for charitable purposes. The specific purpose of the corporation as set forth in its Articles of Incorporation is to manage, operate, guide, direct, promote, support and hold charters or contracts for one or more public charter schools.

ARTICLE 3

NO MEMBERS

SECTION 3.1 NO MEMBERS

The corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. Except as otherwise provided herein, any action, which would otherwise by law require approval by a majority of all members or approval by the members, shall require only approval of the Board, and all which would otherwise by law vest in the members, shall vest in the Board.

SECTION 3.2 ASSOCIATES

Nothing in Article 3 shall be construed to limit the corporation's right to refer to persons associated with it as "members" even though such persons are not members, and no such reference by the corporation shall render anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law (California Corporations Code § 5000, et seq.). Such individuals may originate and take part in the discussion on any subject that may properly come before any meeting of the Board, but may not vote. The corporation may confer, by amendment of its Articles of Incorporation or of these Bylaws, some or all of a member's rights, set forth in the California Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of Directors, on a disposition of substantially all of the assets of the corporation, on a merger, on a dissolution, or on changes to the corporation's Articles of Incorporation or

Bylaws, but no such person shall be a member within the meaning of said Section 5056. The Board may also, but without establishing memberships, create an advisory council or honorary board or such other auxiliary groups, as it deems appropriate to advise and support the corporation.

ARTICLE 4

DIRECTORS

SECTION 4.1 GENERAL POWERS

Subject to the limitations of the California Nonprofit Public Benefit Corporation Law, the corporation's Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), Management Company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral or delegation at any time.

SECTION 4.2 SPECIFIC POWERS

Without prejudice to its general powers, but subject to the same limitations set forth herein, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- a. To select and remove all of the officers, agents and employees of the corporation; to prescribe powers and duties for them which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws; and to fix their compensation;
- b. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations thereof which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws, as deemed suitable;
- c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as deemed appropriate;
- d. To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therein, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities therein;

- e. To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage;
- f. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange, and expend funds and property subject to such trust;
- g. To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;
- h. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose; and
- i. To carry out such other duties as are described in the Charter document for the charter schools operated by the corporation.

SECTION 4.3 NUMBER, ELECTION AND TERM OF DIRECTORS

The authorized number of Directors shall be no fewer than five (5) and no more than seven (7) unless changed by amendment of these Bylaws. If a charter authorizer appoints a representative to serve on the Board of Directors pursuant to Education Code Section 47604(c), the Board of Directors may appoint an additional director to ensure an odd number of Board members.

Each of the following persons shall occupy a position with the Board of Directors of the corporation:

At least five (5) Directors from the community at large, which may include but are not limited to: parents of students currently attending any of the Classical Academies schools that have all Board members in common with the Classical Academy Board; community members; and local business owners.

The Superintendent or his/her designee from the Escondido Unified and High School Districts shall have the unqualified right to attend any Board meeting to represent the interests of the Districts, consistent with the advisory role described in Section 2.2, but shall not be a Board Member.

The Directors from the community at large are to be elected by the Board of Directors and are elected to four (4) year terms. The Board will annually discuss positions, roles, and member engagement in the work. Having directors with a passion for the priorities of the organization, a strong desire to serve effectively, and to fulfill this leadership role in providing accountability and oversight, is key to organizational success.

SECTION 4.4 RESIGNATION AND REMOVAL

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the President (Chief Executive Officer), the Board Chairman, or the Secretary or the Board. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. Any Director, other than one appointed by the charter authorizer, may be removed with or without cause by a majority of the Directors then in office. The representative designated by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer.

SECTION 4.5 VACANCIES

- a. A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.
- b. The Board may declare vacant the office of any Director who, during the term of appointment, is convicted of any felony, or has been found to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law or to be of unsound mind, by any court of competent jurisdiction, or has failed to attend two (2) or more meetings of the Board of Directors in any calendar year.
- c. A vacancy on the Board shall be filled in the same manner of selection used to select the Director whose office is vacant, provided that vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum. Each Director so elected shall hold office until a successor has been appointed and qualified.
- d. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

SECTION 4.6 PLACE OF MEETINGS

Meetings of the Board may be held at the principal office of the corporation or at any other place within the physical boundaries of San Diego County that has been designated in the notice of the meeting. All meetings of the Board shall be called, held, and conducted in accordance with the terms and provisions of the Brown Act and Education Code Section 47604.1.

SECTION 4.7 ANNUAL MEETINGS

The Board shall hold an annual meeting for the purposes of organization, selection of Directors and officers, and the transaction of other business as may properly be brought before the meeting. The annual meeting of the Board shall be held in September. The September meeting shall also include the adoption of the annual budget for the charter school.

SECTION 4.8 REGULAR MEETINGS

Regular meetings of the Board, including the annual meeting, shall be held at such dates and at such times and places as the Board may fix. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda at a physical location in its jurisdiction and with a direct link on each charter school's website homepage containing a brief general description of each item of business to be transacted or discussed at the meeting. At the annual meeting in May, a Board meeting calendar will be reviewed and adopted by the Board.

SECTION 4.9 SPECIAL MEETINGS

- a. The Chairman of the Board or a majority of the Board may call special meetings of the Board for any purpose(s) at any time. If a Chairman of the Board has not been elected, then the is authorized to call a special meeting in place of the Chairman of the Board. The party calling a special meeting shall determine the place, date, and time thereof.
- b. In accordance with the Brown Act, special meetings of the Board may be held only after twenty-four (24) hour notice is given to the public through the posting of an agenda at a physical location in the corporation's jurisdiction and with a direct link on each charter school's website homepage.
- c. Directors shall also receive at least twenty-four (24) hours' notice of the special meeting in the following manner:
 - (1) Any such notice shall be addressed or delivered to each Director at the Director's address as it is shown on the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if an address is not shown on the corporation's records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.
 - (2) Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- d. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the corporation, and the general

nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 4.10 TELECONFERENCE MEETINGS

Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of San Diego County;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

SECTION 4.11 REQUIREMENTS APPLICABLE TO MEETINGS

Notwithstanding any other requirements contained in these Bylaws, all meetings of the corporation's Board of Directors shall be held in compliance with all applicable requirements of the California Ralph M. Brown Act. Notwithstanding any other requirements contained in these bylaws, all meetings of the corporation's Board of Directors shall be held in compliance with all applicable laws that govern public charter schools, including Education Code Section 47604.1.

SECTION 4.12 QUORUM AND VOTING

An authorized majority of the Directors then in office shall constitute a quorum. The Board shall attempt to reach a general consensus on all resolutions passed by the Board; provided, however, that every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present and is an act of the Board. A meeting at which a quorum is

initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the quorum required for such meeting. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

SECTION 4.13 WAIVER OF NOTICE

Notice of a meeting need not be given to any Director who signs a waiver of notice, a written consent to the holding of the meeting, an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice prior thereto or at its commencement. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

SECTION 4.14 ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the Directors who were not present at the time of the adjournment, and to the public in the manner prescribed by the Brown Act.

SECTION 4.15 RIGHTS OF INSPECTION

Every Director has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation provided such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law. Directors wishing to exercise their rights of inspection will contact the Chief Executive Officer to schedule an appropriate time for this inspection to take place.

SECTION 4.16 FEES AND COMPENSATION

Directors shall not receive any compensation for their services: however, the Board may approve the reimbursement of a Director's actual and necessary expenses incurred in the conduct of the corporation's business. The corporation shall carry liability insurance covering the Directors and officers of the corporation as described in the Charter in the conduct of the corporation's business.

SECTION 4.17 RESTRICTION OF INTERESTED DIRECTORS

No persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise excluding any reasonable compensation paid to a Director as a Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-

in-law, mother-in-law or father-in-law of any such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation. The Board may adopt other policies circumscribing potential conflicts of interest.

SECTION 4.18 STANDARD OF CARE

- a. A Director shall perform all duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including the duty to make reasonable inquiries, as a prudent person would in similar circumstances.
- b. In performing the duties of a Director, a Director may rely on information, opinions, reports or statements, including financial statements, and other financial data, in each case prepared or presented by:
 - (1) One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
 - (2) Legal counsel, independent accountants or other persons as to matters that the Director believes to be within such person's professional or expert competence; or
 - (3) A committee of the Board upon which the Director does not serve that is composed exclusively of any or any combination of directors, persons described in paragraph (1), or persons described in paragraph (2) as to matters within its designated authority, provided the Director believes that the committee merits confidence and the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.
- c. Except with respect to assets that are directly related to the corporation's charitable programs, the Board shall avoid speculation in investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing the corporation's investments. Instead, the Board is to consider the permanent disposition of the funds, the probable income, and the probable safety of the corporation's capital, and is to comply with the express terms of the instrument or agreement, if any, pursuant to which the assets were contributed to the corporation.
- d. The Board will work as a group to ensure that the corporation is managed appropriately by appointing a qualified Chief Executive Officer to administer the day-to-day operations of the school. The Board will maintain the position as a

policy making board to insure that all policies and procedures support the operation of the corporation.

ARTICLE 5

OFFICERS OF CORPORATION and BOARD OF DIRECTORS

SECTION 5.1 OFFICERS

The officers of the corporation shall be a Chairman, Vice Chairman, President (Chief Executive Officer), Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, a chairman of the Board, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 5.3. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President (Chief Executive Officer) or Chairman of the Board.

SECTION 5.2 ELECTION

The officers of the corporation shall be elected at the annual meeting of the Board. Election of an officer is conducted after the candidate completes an application and is interviewed by the Board of Directors. Following the candidate's interview, the Board has the right to appoint the candidate after a majority vote has been taken and the officer shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

SECTION 5.3 SUBORDINATE OFFICERS

The Board may elect, and may empower the Chairman of the Board to appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

SECTION 5.4 REMOVAL

Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer, either with or without cause, at any time. The removed officer will relinquish any and all information pertaining to the corporation within 48 hours of removal from the Board.

SECTION 5.5 RESIGNATION

Any officer may resign at any time by giving notice to the Board. Such resignation may not prejudice any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified. The acceptance of such resignation shall not be necessary to make it effective. The letter of resignation or stated resignation will become part of the minutes that pertain to that particular board meeting.

SECTION 5.6 VACANCIES

A vacancy in any office shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office. Such vacancies shall be filled as they occur. The Chairman of the Board may create a subcommittee to assign particular board members the task of identifying candidates to fill the vacant position(s) on the Board (See Article 6). This subcommittee will report at a later date their recommendations for filling the vacant position(s) on the Board.

SECTION 5.7 CHAIRMAN OF THE BOARD

The Chairman of the Board shall preside over the meetings of the Board. The Chairman shall have such other powers and perform such other duties as the Board may prescribe from time to time.

SECTION 5.8 PRESIDENT (CHIEF EXECUTIVE OFFICER)

The President (Chief Executive Officer) is the general manager of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. In the absence of the Chairman of the Board, the President (Chief Executive Officer) shall preside at all meetings of the Board unless the Chairman assigns another member to do so. The President (Chief Executive Officer) has the general management powers and duties usually vested in the office of President and general manager of a corporation as well as such other powers and duties as may be prescribed from time to time by the board and as are described in the Charter.

SECTION 5.9 VICE CHAIRMAN

In the absence or disability of both the Chairman and the President (Chief Executive Director), the Vice Chairman designated by the Board, shall perform all the duties of the Chairman and President (Chief Executive Officer) and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman and President (Chief Executive Officer). The Vice Chairman shall have such other powers and perform such other duties as the Board may prescribe from time to time.

SECTION 5.10 SECRETARY

- a. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may order, a book of minutes of all meetings, proceedings, and actions of the Board and its committees, including the following information for all such meetings: the time and place of holding; whether regular or special; if special, how authorized; the notice thereof given; the names of those present and absent, and the proceedings thereof, and the vote or abstention of each Board member present for each action taken.
- b. The Secretary shall keep, or cause to be kept, at the corporation's principal office in the State of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names

of all directors and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument.

- c. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all its members promptly after the meetings; shall keep the seal of the corporation in safe custody, shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the Treasurer; and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

SECTION 5.11 TREASURER

- a. The Treasurer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements. The book of accounts shall at all times be open to inspection by any Board Member.
- b. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated from time to time by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, and shall render to the Chairman and President (Chief Executive Officer), upon request, an account of all transactions as the Treasurer and of the financial condition of the corporation. The Treasurer shall present an operating statement and report, since the last proceeding regular Board meeting, to the Board at all regular meetings. The Treasurer shall have such other powers and perform such other duties as may be determined from time to time by the Board.

ARTICLE 6

COMMITTEES

SECTION 6.1 BOARD COMMITTEES

The Board, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, may create one or more standing or ad hoc committees of the Board, each consisting of at least two (2) members of the Board and no one who is not a Director, to serve at the request of the Board. Appointments to such Board committees shall be by majority vote of the Directors then in office, and the Chairman of the Board, if there is such an officer, or the Chairman or the President (Chief Executive Officer) shall appoint the chairperson of such Board

committees. Unless otherwise provided in these Bylaws or by the laws of the State of California, each Committee shall have all of the authority of the Board to the extent delegated by the Board; except that no committee, regardless of Board resolution, may:

- a. Fill vacancies on the Board or on any committee, which has the authority of the Board;
- b. Fix compensation of the Directors for serving on the Board or any committee;
- c. Amend or repeal Bylaws or adopt new Bylaws;
- d. Amend or repeal any resolution of the Board, which by its express terms is not so amendable or subject to repeal;
- e. Create any other committees of the Board or appoint the members thereof;
- f. Spend corporate funds to support a nominee or applicant for Director if more people have been nominated for Director than can be elected;
- g. Approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law; or
- h. Approve any action for which the California Nonprofit Public Benefit Corporation Law requires the approval of the Board.

SECTION 6.2 MEETINGS AND ACTION OF BOARD COMMITTEES

The Board shall have the power to prescribe the manner in which proceedings of any such Board committee shall be conducted in the absence of any such prescription; the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Meetings and actions of Board committees shall be governed by, held and taken in accordance with, the provisions of Article 4 of these Bylaws which concern meetings of the Board and the Brown Act, if applicable, with such changes in those provisions as required by this Article 6 and as necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of the committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of Board committees shall be given to any and all alternate members who shall have the right to attend all meetings of the committee. The Board may adopt rules for the government of any Board committee not inconsistent with the provisions of these Bylaws.

SECTION 6.3 OTHER COMMITTEES

- a. The Chairman or President (Chief Executive Officer), or the Board, subject to the limitations imposed by the Board, may create other committees, either standing

or special; to serve the Board that does not have the powers of the Board. The Chairman or President (Chief Executive Officer) shall appoint members to serve on such committees and shall designate the committee chairperson.

- b. The Chairman, President (Chief Executive Officer), the chairperson of the committee, or a majority of the committee's voting members may call meetings of a committee. Meetings and actions of Board committees shall be governed by, held and taken in accordance with, the provisions of Article 4 of these Bylaws which concern meetings of the Board, and the Brown Act, if applicable, with such changes in those provisions as required by this Article 6 and as necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of the committees may be determined either by resolution of the Board or by resolution of the committee. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall submit them to the Board Chair before each scheduled Board meeting.
- c. Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Chairman or President (Chief Executive Director). Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The Chairman or President (Chief Executive Officer) may, with prior approval of the Board, remove any appointed member of a committee. The Chairman or President (Chief Executive Director), with the Board's approval, shall appoint a member to fill a vacancy in any committee.

ARTICLE 7

SECTION 7.1 CONTRACTS OR TRANSACTIONS

The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor shall the Corporation enter into any contract or transaction with any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors and have a material financial interest).

SECTION 7.2 CORPORATE LOANS AND ADVANCES

The corporation shall not lend any money or property to or guarantee the obligation of any Director or officer, provided, however, the corporation may advance money to a Director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director if such Director or officer would be entitled to be reimbursed for such expenses by the corporation.

ARTICLE 8

OTHER PROVISIONS

SECTION 8.1 VALIDITY OF INSTRUMENT

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other written instrument and any assignment or endorsement thereof executed or entered into between the corporation and any other person, shall be valid and binding on the corporation when signed by the Chairman, President (Chief Executive Officer), or any Vice Chairman and the Secretary or Treasurer of the corporation, unless the other person has actual knowledge that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person(s) and in such manner and from time to time shall be determined by the Board 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, to pledge its credit, or to render it liable for any purpose or amount.

SECTION 8.2 CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, words in these Bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires, and the word "person" includes both the corporation.

ARTICLE 9

INDEMNIFICATION OF AGENTS OF CORPORATION; PURCHASE OF LIABILITY INSURANCE

SECTION 9.1 DEFINITIONS

For the purpose of this Article, "agent" means any person who is or was a Director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor or corporation "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 9.2 c. or Section 9.2 d. (2) of this Article.

SECTION 9.2 INDEMNIFICATION OF AGENTS

To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons

formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

“On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

SECTION 9.3 PURCHASE OF LIABILITY INSURANCE

Upon and in the event of a determination by the Board to purchase such insurance, this corporation may purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents of the corporation against any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising out of the director, officer, employee, or agent in such capacity or arising from the director’s, officer’s, employee’s, or agent’s status as such, whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any director, officer, employee, or agent of this corporation for violation of Corporations Code Section 5233.

SECTION 9.4 NONAPPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS

This Article 9 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person’s capacity as such, even though such person may also be an agent, as defined in Section 9.1, of the employer corporation. The corporation shall only have the power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by Corporations Code Section 207(f).

ARTICLE 10

AMENDMENTS AND CORPORATE CHANGES

SECTION 10.1 BYLAWS

These Bylaws will be reviewed at least once every four (4) years and shall be documented as to the date of such review. New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board.

SECTION 10.2 ARTICLES OF INCORPORATION

Amendments to the corporation’s Articles of Incorporation shall require a majority vote of the Board.

SECTION 10.3 MAJOR CORPORATE CHANGES

Any transfer or lease of substantially all of the assets of the corporation, or dissolution or merger of the corporation, shall require the consent of Board majority after voting.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the duly elected and acting Secretary of The Classical Academy, Incorporated, a California nonprofit public benefit corporation; that the foregoing Bylaws, consisting of 20 pages, are the Bylaws of the corporation as adopted by the Board of Directors on February 9, 1999, September 2003, December 8, 2004, January 25, 2011, June 4, 2013, January 10, 2018, and July ____, 2020; and that these bylaws have not been amended or modified since that date.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on ____, 2020, at _____, California.

Mark Donar
Board Secretary



June 16, 2020

Dr. Luis Rankins -Ibarra, Superintendent
Escondido Union School District
2310 Aldergrove Avenue
Escondido, California 92029

Dear Luis:

As we close another great school year at *The Classical Academy*, I just wanted to share a few highlights and thank you for your leadership. I have appreciated the past two decades of support from your Board of Trustees and I sincerely know we are making a difference for the students in our care.

To highlight, here are some key areas of the organization we are celebrating.

- We continued to successfully implement and add to our Multi-Tiers Systems of Support (MTSS) to address social emotional and academic needs of all students at both our Bear Valley and Middle School campuses.
- Professional Learning Community (PLC) process continues and is uniquely implemented at our two campuses to focus on areas we have deemed important for students and their learning.
- We quickly and successfully transitioned to distance learning for all students and were able to support everyone with their academics and social emotional needs. Our team supported learning by providing technology, lessons, grading, and daily support.

We continue to see a high level of interest in our programs. I served on the *Distance Learning Task Force* with the *San Diego County Office of Education* and know that one of their observations is being seen with our organization. Parents are seeking out programs that have a track record of success with distance learning and are leaving traditional schools to locate support for their students. We are expecting an increase next year with enrollment and we will be cautious in the steps we take with our growth knowing the importance of serving everyone well. With the strength of charter public schools in the sector, the number of quality programs statewide, and last year's legislative push to limit options for parents, *The Classical Academy* continues to be a place where student learning is happening.

The *State Board of Education* appointed me last November to serve on the *Advisory Commission on Charter Schools*. Thank you again for your letter of support! This commission seat has allowed me the opportunity to harness my collective knowledge to provide feedback on school



funding and charter school appeal conversations. I want more great schools, like *The Classical Academy*, to be elevated and leading what's possible knowing the challenges presented by a national pandemic that disrupted public education.

I am pleased that my team rose to the challenge, quickly adapted to changing student and parent expectations, and the 2019/2020 school year will not be soon forgotten. I know that we asked so much of the team, they were taxed in new ways as a result, and students didn't miss a beat in their learning. We were one of the few educational organizations that committed to offering new content, while honoring grading and individual student success. We hosted a festive drive thru promotion ceremony to honor 219 students.

Thank you again for your leadership to Escondido Union School District. I am hopeful that July provides you a much needed break and that the challenges ahead inspire and encourage you as a leader. Have a great summer!

Kind regards!


Cameron Curry
Chief Executive Officer

CC: The Classical Academy Board of Directors
Escondido Board of Trustees
Kenna Molina, Principal
Jennifer Morrow, Principal
File



June 16, 2020

Dr. Anne Staffieri , Superintendent
Escondido Union High School District
302 N. Midway Drive
Escondido, California 92027

Dear Anne:

As we close another great school year at *Classical Academy High School*, I just wanted to share a few highlights and thank you for your leadership. I have appreciated the past seventeen years of support from your Board of Trustees and I sincerely know we are making a difference for the students in our care.

To highlight, here are some key areas of the organization we are celebrating.

- Successful renewal of our charter for 5 years with Escondido High School District.
- Girard Foundation grant for STEM Education in the amount of \$114,500.
- New partnership with Education and Community Outreach Department with the UC San Diego Futures program. UCSD provided three pre-college business courses, including Organizational Behavior, Business Decision Making, and Elements of Marketing, to be taught at CAHS.
- USA Today and [The Hechinger Report](#) featured CAHS's efforts to connect with students during the national pandemic.
- We quickly and successfully transitioned to distance learning for all students and were able to support everyone with their academics and social emotional needs. Our team supported learning by providing technology, lessons, grading, and daily support.

We continue to see a high level of interest in our programs. I served on the *Distance Learning Task Force* with the *San Diego County Office of Education* and know that one of their observations is being seen with our organization. Parents are seeking out programs that have a track record of success with distance learning and are leaving traditional schools to locate support for their students.

We are expecting an increase next year with enrollment and we will be cautious in the steps we take with our growth knowing the importance of serving everyone well. With the strength of charter public schools in the sector, the number of quality programs statewide, and last year's legislative push to limit options for parents, *Classical Academy High School* continues to be a



place where student learning is happening.

The *State Board of Education* appointed me last November to serve on the *Advisory Commission on Charter Schools*. This commission seat has allowed me the opportunity to harness my collective knowledge to provide feedback on school funding and charter school appeal conversations. I want more great schools, like *Classical Academy High School*, to be elevated and leading what's possible knowing the challenges presented by a national pandemic that disrupted public education.

I am pleased that my team rose to the challenge, quickly adapted to changing student and parent expectations, and the 2019/2020 school year will not be soon forgotten. I know that we asked so much of the team, they were taxed in new ways as a result, and students didn't miss a beat in their learning. We were one of the few educational organizations that committed to offering new content, while honoring grading and individual student success. We hosted two festive drive-thru graduation ceremonies to honor 307 students.

Thank you again for your leadership to Escondido Union High School District. I am hopeful that July provides you a much needed break and that the challenges ahead inspire and encourage you as a leader. Have a great summer!

Kind regards!


Cameron Curry
Chief Executive Officer

CC: The Classical Academy Board of Directors
Escondido High School Board of Trustees
Dana Moen, Principal
Dr. Stacey Perez, Principal
File



June 16, 2020

Dr. Paul Gothold, Superintendent
San Diego County Office of Education
6401 Linda Vista Road
San Diego, California 92111

Dear Paul:

As we close another great school year at *Classical Academy Vista*, I just wanted to share a few highlights and thank you for your leadership. I have appreciated the support from your Board of Trustees and I sincerely know we are making a difference for the students in our care.

To highlight, here are some key areas of the organization we are celebrating.

- **Math Interventions**
Our focus this year was our Tier 2 supports for students. Our math team worked with grade-level teachers to assess and reteach Essential Standards to those that had not mastered them yet. These conversations lead the Math team to design instructional videos for families at home and assessments in every grade level on each Essential Standard to be used next year. We will continue our work on Essential Standards in math next year. This work directly ties to students and their academic success.
- **PLC and Guiding Coalition**
Our Professional Learning Community (PLC) moved from biweekly team meetings to weekly meetings to analyze data and focus on identifying student academic needs. A Guiding Coalition team was added to collect data and create goals for improvement. We have assessed our PLC's ideal state and identified the goals and resources needed to continue improvement. This work directly ties to students and their academic success.
- **Distance Learning**
We quickly and successfully transitioned to distance learning for all students and were able to support everyone with their academics and social emotional needs. Our team supported learning by providing technology, lessons, grading, and daily support.

We continue to see a high level of interest in our programs. Thank you for the opportunity to serve on the *Distance Learning Task Force* with your office. I know that one of their observations is being seen with our organization. Parents are seeking out programs that have a track record



of success with distance learning and are leaving traditional schools to locate support for their students.

We are expecting an increase next year with enrollment and we will be cautious in the steps we take with our growth knowing the importance of serving everyone well. With the strength of charter public schools in the sector, the number of quality programs statewide, and last year's legislative push to limit options for parents, *Classical Academy Vista* continues to be a place where student learning is happening.

The *State Board of Education* appointed me last November to serve on the *Advisory Commission on Charter Schools*. Thank you for your letter of support! This commission seat has allowed me the opportunity to harness my collective knowledge to provide feedback on school funding and charter school appeal conversations. I want more great schools, like *Classical Academy Vista*, to be elevated and leading what's possible knowing the challenges presented by a national pandemic that disrupted public education.

I am pleased that my team rose to the challenge, quickly adapted to changing student and parent expectations, and the 2019/2020 school year will not be soon forgotten. I know that we asked so much of the team, they were taxed in new ways as a result, and students didn't miss a beat in their learning. We were one of the few educational organizations that committed to offering new content, while honoring grading and individual student success. We hosted a festive drive-thru promotion ceremony to honor 89 eighth grade students.

Thank you again for your leadership to San Diego County Office of Education. I am hopeful that July provides you a much needed break and that the challenges ahead inspire and encourage you as a leader. Have a great summer!

Kind regards!

Cameron Curry
Chief Executive Officer

CC: The Classical Academy Board of Directors
SDCOE Board of Trustees
Kirstin Lasto, Principal
Kristin Armatis, SDCOE
File



July 13, 2020

Dear Assembly members Horvath, Waldron, and Maienschein:

I wanted to share with you the great news that *The Classical Academies* continue to see a surge in new families choosing our schools across North San Diego County. As we all know, most school districts across the state are seeing a decline, and with COVID 19 being a huge factor, parents are turning to programs that have a successful track record with distance learning.

I was greatly concerned with the passage of trailer bill AB77 that capped funding as of February 2020 for all public schools. Traditional public schools would be receiving millions for students no longer in their care and charter public schools would be required to serve new students with no educational funding. When looking at our increase so far for the 2020/2021 school year, we have enrolled 520 new students over whom we served as of February 2020. On average, that will be a loss of \$8,493.25 per student. **That equates to a loss of \$4,416,490.00 in funding for *The Classical Academies*.**

Due to the fact we have been in operation for more than two decades, have access to small reserves, and have developed great banking relationships in the community, we are one of the few schools that can successfully weather this storm in the short term. We have to our credit been fiscally responsible since our inception in 1999 and make sound financial decisions that support the students, parents, and our team members. Even in the financial crash of 2008, we had to borrow money as the state deferred our payments. We know our local and regional obligations had to be met and we knew that we would have costs to carry that would not be reimbursed by the state.

What I cannot foresee as fair or equitable is to be handed the obligation of new students without the revenue to ensure that we can provide the best resources for their education. It is my privilege to be heading an educational organization that is growing based on our past success. Families have come to trust us in helping their children become better thinkers, communicators, and achievers. Can I truly maintain our reputation for excellence to personalize the academic program for all students if we are literally shortchanged by the State?

You just need to be keenly aware of our challenges as our representative at the State Capitol knowing local students will be personally impacted at *The Classical Academies* this school year.

Sincerely,

Cameron Curry
Chief Executive Officer

COVID-19 Operations Written Report

Local Educational Agency (LEA) Name	Contact Name and Title	Email and Phone	Date of Adoption
The Classical Academy	Cameron Curry, CEO	ccurry@classicalacademy.com 760-520-6687	May 18, 2020

Descriptions provided should include sufficient detail yet be sufficiently succinct to promote a broader understanding of the changes your LEA has put in place. LEAs are strongly encouraged to provide descriptions that do not exceed 300 words.

Provide an overview explaining the changes to program offerings that the LEA has made in response to school closures to address the COVID-19 emergency and the major impacts of the closures on students and families.

The organization moved from offering optional workshops, classes, labs, electives on campus to a robust distance learning program offering new content and grading. This pivot was easy as an independent study program as content is assigned, and students have to complete whether on a campus or not.

Provide a description of how the LEA is meeting the needs of its English learners, foster youth and low-income students.

We have contacted, supported, and individualized our support for all students with our distance learning program. Students have been supported individually with great care from our credentialed team of educators. As always, assignments are individualized for students to promote personalized academic success.

Provide a description of the steps that have been taken by the LEA to continue delivering high-quality distance learning opportunities.

We did not change, decrease, or slow in our content delivery to students. Each was provided instruction daily, interaction with a credentialed teacher, and support from parents to engage with in the completion of assignments that we recorded and graded.

Provide a description of the steps that have been taken by the LEA to provide school meals while maintaining social distancing practices.

We provided information to families regarding local resources for free food distribution.

Provide a description of the steps that have been taken by the LEA to arrange for supervision of students during ordinary school hours.

As an independent study program this is not a responsibility of our program and parents, being the primary educator, covered the needs for their families as the campus was closed and learning continued uninterrupted.

COVID-19 Operations Written Report

Local Educational Agency (LEA) Name	Contact Name and Title	Email and Phone	Date of Adoption
Classical Academy High School	Cameron Curry, CEO	ccurry@classicalacademy.com 760-520-6687	May 18, 2020

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COVID-19 Operations Written Report

Local Educational Agency (LEA) Name	Contact Name and Title	Email and Phone	Date of Adoption
Classical Academy, Vista	Cameron Curry, CEO	ccurry@classicalacademy.com 760-520-6687	May 18, 2020

Descriptions provided should include sufficient detail yet be sufficiently succinct to promote a broader understanding of the changes your LEA has put in place. LEAs are strongly encouraged to provide descriptions that do not exceed 300 words.

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