

**BYLAWS
OF
CHICAGO CLASSICAL ACADEMY CHARTER SCHOOL**
Adopted March 15, 2017

**Article 1
Offices**

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent and may have other offices in the State of Illinois.

**Article 2
Members**

Section 2.1 There shall be no members of the corporation.

**Article 3
Board of Directors**

Section 3.1 General Powers. The affairs of the corporation shall be managed by or under the direction of its board of directors (the “Board”).

Section 3.2 Number, Tenure and Qualifications. The number of directors shall be not less than three (3) nor more than eight (8). The number of directors may be set from time to time by a vote of the directors in writing signed by a majority of such directors. No decrease shall have the effect of shortening the term of an incumbent director. Except as provided in Section 3.10, each director shall hold office until his or her successor shall have been elected and qualified in accordance with the method prescribed in Section 3.9. Directors need not be residents of Illinois.

Board directors shall serve for a term of two years. The board, by majority vote, may appoint existing directors for consecutive terms.

Section 3.3 Regular Meetings. A regular annual meeting of the Board shall be held on the first business day of November each year at the principal office of the corporation or at such other place and time as shall be determined by the Board. The Board may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 3.4 Special Meetings. Special meetings of the Board may be called by or at the request of the Chairman or any director. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by

them.

Section 3.5 Notice. Notice of any meeting of the Board shall be given at least five (5) days previous thereto by written notice to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telefax, such notice shall be deemed to be delivered when confirmation of the telefax has been received. Notice of any meeting of the Board may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 3.6 Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 3.7 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. No director may act by proxy on any matter.

Section 3.8 Vacancies. Any vacancy occurring in the Board shall be filled in the manner provided in Section 3.9 hereof.

Section 3.9 Appointment of Directors. Directors shall be elected by the affirmative vote of the Board of Directors. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.10 Resignation and Removal of Directors. A director may resign at any time upon written notice to the Board or to the Chairman or Secretary of the corporation. A director may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office at which a quorum is present as specified by statute.

Section 3.11 Informal Action By Directors. The authority of the Board may be exercised without a meeting if a consent in writing or by email, setting forth the action taken, is signed or assented to by all of the directors entitled to vote with respect to the subject matter thereof.

Section 3.12 Compensation. The Directors shall not receive compensation for their services as Directors, but the Board of Directors may authorize reimbursement for expenses incurred by

Directors in connection with the performance of their duties as Directors on behalf of the Corporation.

Section 3.13 Presumption of Assent. A director of the corporation who is present at a meeting of the Board at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Article 4 Officers

Section 4.1 Officers. The officers of the corporation shall be a Chairman, Vice Chair, a Secretary, and a Treasurer. Other officers as may be elected or appointed in the manner set forth herein. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person.

Section 4.2 Election of Officers. The officers of the corporation shall be elected by the affirmative vote of a majority of the then acting and qualified members of the Board. An officer elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4.3 Election Creates No Contract Rights. Election of an officer shall not of itself create contract rights.

Section 4.4 Removal of Officers. An officer may be removed, with or without cause, by the Board or as otherwise specified by statute. Any removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.5 Term of Office. The officers of the corporation shall be elected for such terms for which he or she is elected. Each officer shall hold office until his or her successor has been duly elected and qualified, until his or her death, or until he or she shall resign or be removed in the manner provided herein.

Section 4.6 Chairman. The Chairman shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board and, in general, he or she shall discharge all duties incident to the office of Chairman and such other duties as may be prescribed by the Board. He or she shall preside at all meetings of the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of

execution is expressly prescribed by the Board or these bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and he or she may accomplish such execution either individually or with the Secretary, any assistant Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument. He or she may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board.

Section 4.7 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account in written form or any other form capable of being converted into written form. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. He or she shall disburse all funds of the corporation as may be ordered by the Board, shall render to the Chairman, chief executive officer and directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation, shall perform other duties commonly incident to the office and shall have such other powers and perform such other duties as may be prescribed by the Board, the chief executive officer or the Chairman. The chief executive officer or Chairman may direct the Treasurer to assume and perform the duties of the chief financial officer in the absence or disability of the chief financial officer, and the Treasurer shall perform other duties commonly incident to the office and shall also perform such other duties and have such other powers as the Board, the chief executive officer, the Chairman or the chief financial officer shall designate from time to time.

Section 4.8 Vice Chairman. The Vice Chair shall assist the Chairman in the discharge of his or her duties as the Chairman may direct and shall perform such other duties as from time to time may be assigned to him or her by the Chairman or the Board. In the absence of the Chairman or in the event of his or her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board or these bylaws, the Vice Chairman (or any of them if there are more than one) may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary, any assistant Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

Section 4.9 Secretary. The Secretary shall: (a) record the minutes of the meetings of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be

designated to him or her by the Chairman or by the Board.

Article 5

Committees, Commissions and Advisory Boards

Section 5.1 Committees. The Board, by resolution adopted by a majority of the directors in office, may designate one or more committees each of which will consist of two or more directors and such other persons as the Board designates, provided that a majority of each committee's membership are directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board in the management of the corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it, him or her by law.

Section 5.2 Commissions or Advisory Bodies. Commissions or advisory bodies not having and exercising the authority of the Board in the corporation may be designated or created by the Board and shall consist of such persons as the Board designates. A commission or advisory body may or may not have directors as members, as the Board determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the Board or to the officers of the corporation.

Section 5.3 Term of Office. Each member of a committee, advisory board or commission shall continue as such until his or her successor is appointed, unless the committee, advisory board or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the Board, or unless such member shall cease to qualify as a member thereof. Terms of office for committee members are for one year, or as stated in subsequent corporation documents regarding committee assignments.

Section 5.4 Chairman. One member of each committee, advisory board or commission shall be appointed Chairman of that committee, advisory board or commission.

Section 5.5 Vacancies. Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.6 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

Section 5.7 Rules. Each committee, advisory board or commission may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

Section 5.8 Informal Action. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members entitled to vote.

Article 6 Contracts, Checks, Deposits and Funds

Section 6.1 Contracts. The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 6.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an assistant Treasurer or, if none, by the Secretary or an assistant Secretary, and countersigned by the Chairman of the Board or the Chairman of the corporation.

Section 6.3 Deposits. Except as such authority may otherwise be delegated by the Board to other persons, all funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Article 7 Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

Article 8 Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the Board.

Article 9 Seal

The corporation shall have no seal.

Article 10 Charitable Donations

Section 10.1 Receipt of Charitable Donations. The Board shall have the power to accept and receive any property by way of gift, devise or bequest, from any person, firm or corporation, to be held and disposed of upon any terms, conditions and restrictions imposed upon such gift, devise or bequest by the donor thereof; provided, however, that the property so received shall be held and disposed of only for the objects and purposes of this corporation.

Article 11 Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois, as amended, or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article 12 Indemnification

Section 12.1 Indemnification In Actions Other Than By or In the Right of the Corporation. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 12.2 Indemnification In Actions By or In the Right of the Corporation. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the

corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation; provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 12.3 Right To Payment of Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 12.1 and Section 12.2 of this Article 12, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 12.4 Determination of Conduct. Any indemnification under Section 12.1 and Section 12.2 of this Article 12 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 12.1 or Section 12.2 of this Article 12. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

Section 12.5 Payment of Expenses In Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article 12.

Section 12.6 Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 12.7 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article 12.

Section 12.8 References To Corporation. For purposes of this Article 12, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article 12 with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 12.9 Other References. For purposes of this Article 12, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

Article 13 Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

Article 14 Miscellaneous

For purposes of the appointment of directors and officers as outlined herein, a person is unable to make decisions if that person is unable to promptly and intelligently manage financial matters due to a mental or physical disability as determined in writing by the principal physician then attending that person's care and one other physician who has examined that person.