

AMENDED & RESTATED BYLAWS
OF
ST. JOHN PAUL II HIGH SCHOOL

These Amended & Restated Bylaws of St. John Paul II High School, Windsor Colorado amend, restate, and replace any previous bylaws adopted by the Corporation.

ARTICLE I
OFFICES

Section 1.1 Principal Office. The principal office and place of business of the Corporation in the State of Colorado shall be designated from time to time by the Corporation. The Corporation may have such other offices, either within or outside Colorado, as the Board of Trustees may designate or as the business of the Corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the Corporation in Colorado may be, but need not be, the same as the principal office. The address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II
MISSION

The Mission of the Corporation is aimed toward achieving the purpose of St. John Paul II High School as reflected in the Articles of Incorporation.

St. John Paul II High School fulfills the Great Commission of Jesus Christ by partnering with parents to form students deeply in the Catholic faith and to provide an enriching classical education rooted in truth, beauty and goodness. Our graduates are men and women of courageous faith, strong intellect and virtue, freely offering themselves in service to God and others.

The Corporation shall be governed and operated solely in accordance with this Article II and Article II of the Articles of Incorporation (Purpose and Powers). Accordingly, Trustees and Officers, in addition to any other duty prescribed by law (including the Act), the Articles of Incorporation, or these Bylaws, shall have a duty to uphold, support, advance, and not contravene the Corporation's purpose and mission set forth in this Article II and Article II of the Articles of Incorporation. (Purpose and Powers).

ARTICLE III

DEFINITIONS

Section 3.1 Capitalized Terms. Capitalized terms used in these Bylaws have the meaning set forth below:

(a) “Act” means the Colorado Revised Nonprofit Corporation Act (C.R.S. § 7 122-101, et seq.).

(b) “Archbishop” or “Archbishop of Denver” shall mean the individual holding the ecclesiastical office of Archbishop of the Archdiocese duly appointed by the Supreme Pontiff of the Roman Catholic Church, the Pope, or in the event of an incapacity or vacancy in the office of Archbishop, the individual then serving as canonical administrator of the Archdiocese in accordance with Canon Law, but only for so long as such office of Archbishop is vacant or the individual holding such office of Archbishop is incapacitated.

(c) “Archdiocese” shall mean that “particular church” erected as the Roman Catholic Archdiocese of Denver, which is the local Church in communion of faith and sacraments with the Archbishop of Denver and the Catholic Church.

(d) “Board of Trustees” means the board of trustees of the Corporation.

(e) “Board Chair” means the chairperson of the Board of Trustees described in Section 5.6(a).

(f) “Bylaws” means these Bylaws of St. John Paul II High School, as amended from time to time (or the corresponding provision of any future federal internal revenue law).

(g) “Canon Law” shall mean, collectively, the Code of Canon Law, such other universal or particular laws as may be promulgated by the Supreme Pontiff of the Roman Catholic Church, the United States Conference of Catholic Bishops, and/or the Archbishop of Denver.

(h) “Church” means the Roman Catholic Church.

(i) “Code of Canon Law” shall mean the Codex iuris canonici promulgated by the Supreme Pontiff of the Roman Catholic Church, His Holiness, Pope John Paul II on January 25, 1983, by the Apostolic Constitution Sacrae disciplinae leges or corresponding future code of canon law that may be promulgated by the Supreme Pontiff of the Roman Catholic Church.

(j) “Corporation” means St. John Paul II High School, a Colorado nonprofit Corporation.

(k) “Magisterium” shall mean the teaching authority of the Roman Catholic Church.

(l) “Oath of Fidelity” means that certain Oath of Fidelity attached as Exhibit A, as amended or restated from time to time.

(m) “President” means the president of the Corporation as described in Section 6.

(n) “School” shall mean the high school operated by the Corporation and commonly known as St. John Paul II High School.

(o) “Superintendent” means the duly appointed Superintendent of Catholic Schools for the Archdiocese of Denver.

(p) “Superintendent Appointee” means the Trustee appointed by the Superintendent as set forth in Section 4.2(d)(ii).

(q) “Trustee” means a trustee of the Corporation as set forth in Article V.

(r) “Vice Chair” means the vice chairperson of the Board of Trustees, described in Section 5.6(b).

Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definition as in the Colorado Revised Nonprofit Corporation Act.

ARTICLE IV

BOARD OF TRUSTEES

Section 4.1 Powers.

(a) Subject to applicable provisions and limitations of the Act and other applicable laws not expressly modified by the Articles of Incorporation or these Bylaws, and subject to any limitations of the Articles of Incorporation or these Bylaws, including but not limited to the Corporation’s purposes as set forth in the Articles of Incorporation, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees.

(b) Without prejudice to the Board of Trustees’ general powers, but subject to the same limitations, the Trustees shall have the power to:

- i. Appoint and remove, at the pleasure of the Board of Trustees, any of the Corporation’s Officers, agents, and employees; prescribe and

restrict powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties;

- ii. Change the principal office from one location to another; and designate any place within or outside of Colorado for holding any meeting of Trustees;
- iii. Adopt and use a corporate seal and alter the seal from time to time as they deem best;
- iv. Dispose of all or substantially all of the Corporation's assets;
- v. Approve any merger and its principal terms and any amendment of those terms;
- vi. Approve any election to dissolve the Corporation; and
- vii. Amend and/or restate the Articles of Incorporation or Bylaws of the Corporation.

Section 4.2 Qualifications, Number, Classification, Appointment and Tenure.

(a) Qualifications. Each Trustee must be a natural person who is eighteen (18) years of age or older. A Trustee need not be a resident of Colorado. Members of the Board of Trustees of the Corporation are limited to person(s) who are practicing Roman Catholics. Potential Board members are required to obtain a letter of support from their Pastor and take the Oath of Fidelity prior to being appointed to the Board. Trustees must understand and support the Corporation's Policy Statements and be willing to commit appropriate time and effort to Board of Trustees' affairs. Trustees should bring to the Board of Trustees wisdom or expertise in some specific area relevant to the overall governance of the Corporation and a commitment to serve the good of the Corporation and the School as a whole, without any personal or private interest. All Trustees must annually execute an Oath of Fidelity. The Board of Trustees may further require, as a qualification for service on the Board of Trustees, that each At Large Trustee (unless otherwise exempted by the Board Chair) make an annual donation to the Corporation in such minimum amounts as may be established by the Board of Trustees from time to time.

(b) Number. The number of Trustees of the Corporation may be increased from time to time by the action of the Board of Members provided that the

number of Trustees shall not be less than five (5) but not more than fifteen (15) in number.

(c) Classification. There shall be three (3) classifications of Trustees: At Large Trustees, a Superintendent Trustee and a Discretionary PTO President Trustee.

(d) Appointment and Tenure.

(i) At Large Trustees. Subject to Section 4.2(a) of these Bylaws, any vacancies on the Board of Trustees shall be appointed by majority vote of the Board of Trustees at its last regular meeting of the fiscal year. Each Trustee shall have one vote for each vacancy to be filled. The term of office for the Trustees appointed at such meeting shall be for three (3) years, commencing on July 1st and continuing until June 30th of the third (3rd) year. The Board of Trustees may, in its discretion, fill up to three (3) vacancies at a regular meeting, and the term of office for the Trustees elected at such a meeting shall be for the remainder of the time period between the date of the regular meeting and the next June 30th, plus two (2) more years. Trustees may be reappointed to an additional term of office of three (3) years at the last regular meeting of the third (3rd) year of their respective terms. Any Trustee who has served as a Trustee for two (2) consecutive terms may, after a break in service of at least one (1) year, be reappointed to the Board of Trustees, subject to the same limitation of two (2) consecutive terms of service thereafter. Each Trustee shall hold office until the expiration of the term for which appointed and until a successor has been appointed; provided, however, that, if the fixed number of Trustees is reduced, resulting in the elimination of the Trustee's seat, his or her term of office shall terminate at the expiration of the term.

(ii) Superintendent-Appointed Trustee. The Board of Trustees shall include the Superintendent of the Office of Catholic Schools of the Archdiocese of Denver, or his or her appointed designee, which appointment will be effective at the first regular meeting of the Board of Trustees after written notice of the Superintendent's appointment is delivered to the Board Chair, or his or her designee. The Superintendent Appointee shall hold office until his or her resignation, removal, or replacement. The Superintendent may remove and/or replace the Superintendent Appointee at any time for

any reason or no reason in his or her sole discretion, and any vacancy of the Superintendent-Appointed Trustee shall be filled solely by the Superintendent.

(iii) Discretionary PTO President Trustee. The PTO President during his/her 1-year term will be considered a board meeting participant and is invited to attend, comment, ask questions, and provide input during open sessions of the Board of Trustee meetings with no voting rights. The PTO President's attendance at Board meetings shall not be considered for purposes of obtaining a quorum to have board meeting. The PTO President may apply for full board membership, following the same procedure as At Large Trustees, and the Board of Trustees at its discretion, may appoint the PTO President by a majority vote to serve as a Discretionary PTO President Trustee during his/her 1-year term as PTO President. If so appointed, the Discretionary PTO President Trustee will be bound by these Bylaws as an At Large Trustee except for the term of office being as described in this Section 4.2(d)(iii).

Section 4.3 Resignation; Removal; Vacancies; Attendance; Extensions. Any Trustee may resign at any time by giving written notice to the Board Chair or Secretary of the Corporation. A Trustee's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any At Large or Discretionary PTO President Trustee may be removed at any time, with or without cause, by the affirmative vote of not less than two-thirds (2/3) of Trustees then in office. Any vacancy for an At Large Trustee may be filled in accordance with Section 4.2(d)(i). Any vacancy for a Superintendent-Appointed Trustee may be filled in accordance with Section 4.2(d)(ii). Any vacancy for a Discretionary PTO President Trustee may be filled in accordance with Section 4.2(d)(iii). Without limiting the general powers of the Board Trustees to remove any Trustee as set forth in this Section 4.3, if, without approval of the Board Chair, a Trustee is absent from three (3) or more meetings of the Board of Trustees, or a committee that he or she chairs, within any twelve month period, the Board Chair shall review the Trustee's role and circumstances regarding the Trustee's absences, and the Trustee may be removed pursuant to this Section 4.3. The Board of Trustees may, in its discretion, and by majority vote, extend the term of individual At Large Trustees by one year to facilitate knowledge transfer or to mitigate significant board member turnover due to term limits.

Section 4.4 Regular Meetings. An annual meeting of the Board of Trustees shall be held in the month of May in each calendar year, or on such other date and at such time and at such place as the Board of Trustees may determine. The annual meeting of the Board of Trustees shall be for the purpose of electing Trustees and officers and for the transaction of such other business as may come before the Board. Failure to hold an annual meeting does not affect the validity of any corporate action. Notice of the annual meeting shall be given in accordance with Section 4.6, but such notice need not state the purpose of the meeting. The Board of Trustees may provide by resolution the time and place, either within or outside Colorado, for the holding of regular meetings without other notice.

Section 4.5 Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Board Chair or any three (3) Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix the time and place, either within or outside Colorado, for holding any special meeting of the Board of Trustees called by them; provided that no meeting shall be called outside the State of Colorado unless a majority of the board has so authorized.

Section 4.6 Notice of Meetings.

(a) Requirements. Notice of each meeting of the Board of Trustees stating the date, time, and place of the meeting shall be given to each Trustee at least five (5) days before the date of the meeting by email, by or at the direction of the Board Chair or the secretary, or the other officer or person calling the meeting. Written notice, if in a comprehensible form, is effective when sent.

(b) Waiver of Notice. A Trustee may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 4.6(b), the waiver shall be in writing and signed by the Trustee entitled to the notice. Such waiver shall be delivered to the Corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A Trustee's attendance at or participation in a meeting waives any required notice to that Trustee of the meeting unless: (i) at the beginning of the meeting or promptly upon the Trustee's later arrival, the Trustee objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to any action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Act or these Bylaws, the Trustee objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Section 4.7 Deemed Assent. A Trustee of the Corporation who is present at a meeting of the Board of Trustees when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the Trustee objects at the beginning of the meeting, or promptly upon the Trustee's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the Trustee contemporaneously requests the Trustee's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the Trustee delivers written notice of the Trustee's dissent or abstention as to any specific action to the presiding officer of the meeting before the adjournment thereof or to the Corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a Trustee who votes in favor of the action taken.

Section 4.8 Quorum and Voting. A majority of the Trustees in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, and the vote of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except that a vote of not less than two-thirds (2/3) of Trustees then in office shall be required to appoint or remove the President (Article VI), to remove any At Large or PTO President Trustee (Section 4.3), to amend the Bylaws (Article XI), and unless otherwise required by the Act, the Articles of Incorporation. If less than a quorum is present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice other than an announcement at the meeting and written notice sent by email to all Trustees after adjournment of the meeting.

Section 4.9 Voting by Proxy. No Trustee shall be entitled to vote, or otherwise act, by proxy under any circumstance.

Section 4.10 Compensation. Trustees shall not receive compensation for their services as such. However, the Corporation may reimburse Trustees for reasonable expenses incurred by such individual in connection with services rendered to or for the Corporation. Trustees shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

Section 4.11 Advisory Committees. By one or more resolutions adopted by the vote of a majority of the Trustees present at a meeting at which a quorum is present, the Board of Trustees may designate from among the Trustees one or more advisory committees as either a standing committee or a supplementary committee. The delegation of authority to any committee shall not operate to relieve the Board of Trustees or any Trustee from any responsibility or standard of conduct imposed by law or these Bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these Bylaws or the Act for the Board of Trustees unless the Board of Trustees itself determines

otherwise. In addition to the foregoing, the Finance Committee, Mission Fidelity Committee, and Facilities Committee are established as standing advisory committees under this Section 4.11. Notwithstanding anything to the contrary herein, a committee may not take the following actions, which are reserved to the Board of Trustees: (i) appointment of officers of the Corporation and setting compensation for officers; (ii) appointment of any committees of the Board of Trustees or delegate authority to any committee; (iii) approve a self-dealing transaction; (iv) removal of an officer; (v) approve any amendment to these Bylaws; (vi) approve any merger, consolidation, dissolution, or liquidation of all or substantially all of the Corporation's assets; (vii) approval of any incurrence of debt by the Corporation; or (viii) any other action that, under the Act or other applicable law, is reserved to the Board of Trustees. Notwithstanding the foregoing, the Board of Trustees may adopt resolutions or policies that limit or restrict the authority of any committee provided that, however, any such policy shall not delegate to any committee the authority expressly reserved to the Board of Trustees by this Section 4.11.

Section 4.12 Standing Committees.

(a) Finance Committee. The Finance Committee is a committee of the Board of Trustees and comprised of no less than two (2) Trustees appointed by the Board of Trustees. The chair of the Finance Committee shall be a Trustee appointed by the Board Chair. The Finance Committee shall have the authority to oversee management of the Corporation's annual budget, establish financial goals and objectives, establish and manage financing strategies, ensure compliance with any Federal, state, or local financial reporting requirements, review all insurance policies, and oversee the Corporation's accounting and financial record-keeping practices. The Finance Committee shall propose the Corporation's annual budget to the Board of Trustees for approval by the Trustees. The Finance Committee shall provide Advancement advice and recommendations on major gift solicitation, fundraising, donor engagement, and gift acceptance policies to support the operational and capital financial needs of the Corporation. The Finance Committee shall report all actions it takes to the Board of Trustees at the next meeting of the Board of Trustees. The Board of Trustees may, without modifying these Bylaws, adopt a charter for the Finance Committee that, among other things, may expand, modify, limit, or clarify the authority of the Finance Committee and establish objectives or responsibilities for the Finance Committee.

(b) Mission Fidelity Committee. The Mission Fidelity Committee is a committee of the Board of Trustees and comprised of no less than two (2) Trustees appointed by the Board of Trustees. The chair of the Mission Fidelity Committee shall be a Trustee appointed by the Board Chair. The Mission Fidelity Committee shall have the authority to oversee the academic programs and faith formation of

students to ensure adherence and accountability to the purpose and mission of the Corporation. They shall provide advice and recommendations on matters including academics and student formation. The Mission Fidelity Committee shall report all actions it takes to the Board of Trustees at the next meeting of the Board of Trustees. The Board of Trustees may, without modifying these Bylaws, adopt a charter for the Mission Fidelity Committee that, among other things, may expand, modify, limit, or clarify the authority of the Mission Fidelity Committee and establish objectives or responsibilities for the Mission Fidelity Committee.

(c) Facilities Committee. The Facilities Committee is a committee of the Board of Trustees and comprised of no less than two (2) Trustees appointed by the Board of Trustees. The chair of the Facilities Committee shall be a Trustee appointed by the Board Chair. The Facilities Committee shall provide advice and recommendations on matters including the acquisition of property, gifts of real property, capital improvements, construction, athletic field development, parking, and community relations to facilitate the acquisition and execution of capital projects. The Facilities Committee shall report all actions it takes to the Board of Trustees at the next meeting of the Board of Trustees. The Board of Trustees may, without modifying these Bylaws, adopt a charter for the Facilities Committee that, among other things, may expand, modify, limit, or clarify the authority of the Facilities Committee and establish objectives or responsibilities for the Facilities Committee.

Section 4.13 Supplementary Committees. The chair of any supplementary committee shall be a Trustee appointed by the Board Chair. Supplementary committees must be reauthorized annually at the first Board of Trustees meeting of the fiscal year by the vote of a majority of Trustees present at a meeting at which a quorum is present.

Section 4.14 Committee Governance.

(a) Oversight and Appointment. The Board Chair shall be responsible for appointing a Trustee to serve as the chair of each committee, and for appointing Trustees to serve as members of the committees. The Board Chair may remove a member of a committee at any time, with or without cause. The Board Chair may appoint non-Trustees to serve as members of a committee provided that the committee's authority remains limited as set forth in Section 4.14(b) herein.

(b) Authority of Committees. No authority belonging to the Board of Trustees is delegated to the committees by the Bylaws. The committees shall be investigative and advisory in nature and shall make recommendations for the approval of the Board of Trustees, as appropriate. It is the intent of these Bylaws

that committees work closely with relevant staff, officers, and administrators of the Corporation, parents, and community stakeholders as appropriate in the course of each committee's work.

(c) Notice and Meetings. Because the committees are advisory in nature, meetings of the committees may be called at any time by the President, the Board Chair, or the committee chair upon written notice to the committee members by email at any time before the meeting, and such notice need not specify the business to be considered at the meeting. Committee meetings shall occur as needed, but no less than annually. The Board Chair and President shall collaborate to ensure the appropriate staff, officers, and administrators of the Corporation attend committee meetings as guests.

Section 4.15 Meetings by Remote Conference or Video. If any Trustee cannot attend a meeting in person, the Corporation shall arrange for the meeting to include a conference telephone, electronic video screen communication, or similar communications equipment available, such that: (a) each Trustee participating in the meeting can communicate with all the other Trustees concurrently; and (b) each Trustee is provided the means of participating in all matters before the Trustees.

Section 4.16 Action without a Meeting. Except as otherwise set forth in these Bylaws, any action required or permitted to be taken at a meeting of the Board of Trustees, or any committee thereof, may be taken without a meeting if taken in accordance with the requirements of either this Section 4.16 or C.R.S. § 7-128-202. Any action taken without a meeting shall have the same effect as action taken with a meeting. All written instruments necessary for any action taken without a meeting shall be filed with the minutes of the meetings of the Board of Trustees.

(a) Required Notice to Trustees. An action without a meeting may only be taken if the Corporation transmits notice by email to each Trustee stating the action to be taken, the time within which a Trustee must respond, and that failure to respond by the time stated in the notice will have the same effect as abstaining. The notice may also include any other matters the Corporation determines to include.

(b) Action by Trustees. Action may be taken without a meeting only if notice as described in Section 4.16(a) above is transmitted in writing to each Trustee, and if, at the end of the time stated in the notice, the affirmative votes for such action received in writing and not revoked before the end of the time stated in the notice equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Trustees then in office were present and voted or abstained.

(c) Contents and Form of Writing. The writing required by the Trustees under this Section 4.16 must inform the Corporation of the identity of the Trustee, the Trustee's vote or abstention, and the proposed action to which such vote or abstention relates. Such writing may be transmitted to or received by the Corporation by email, shall be effective when sent. In general, a Trustee's email stating the Trustee's vote sent in reply to the email notice sent under section 4.16(a) will comply with this Section 4.16(c).

(d) Effective Date. Action taken without a meeting under this Section 4.16 shall be effective on the date by which the Trustees must respond as stated in the notice.

Section 4.17 Confidentiality. Trustees are responsible for maintaining in confidence all matters discussed in an executive session of the Board of Trustees. These discussions shall not be disclosed to anyone except current Board of Trustee members.

Section 4.18 Conflict of Interest Policy. A majority of the Board of Trustees and a majority of the members of any committee designated by the board shall consist of persons who have no financial interest in the affairs of the Corporation. Persons deemed to have a financial interest in the affairs of the Corporation include persons receiving grants or compensation (other than reimbursement of expenses) from the Corporation; independent contractors for services with the Corporation; persons with a financial relationship with such an independent contractor or grantee (such as owners or employees of the independent contractor or grantee); and close family members of the foregoing. If a Trustee, officer, or committee member has a financial interest conflicting with the interest of the Corporation in any matter (such as whether to enter into a contract with, or make a grant to, such individual or an organization with which such individual is associated), then the individual must bring the conflict to the attention of the other Trustees, officers, and committee members and refrain from deliberating or voting in any decision with respect to the matter.

ARTICLE V

OFFICERS

Section 5.1 Designation and Qualifications. The elected officers of the Corporation shall be a Board Chair, Vice Chair, a Secretary, and a Treasurer. Any individual may hold more than one office, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman. The Board of Trustees shall appoint other officers as it may deem advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as set forth in the Bylaws or as from time to time may

be determined by the Board of Trustees. The Board of Trustees or the officer or officers authorized by the board, shall from time to time determine the procedure for the appointment of officers, their authority and duties. All officers shall be natural persons who are eighteen years or older. An officer need not be a Trustee of the Corporation. An individual who is elected as an officer may not take office unless and until he or she executes and delivers to the Corporation the Oath of Fidelity.

Section 5.2 Election and Term of Office. All officers of the Corporation shall be elected by the Board of Trustees and shall hold office until the first of the following occurs: a successor shall have been duly appointed and qualified; death; resignation; or removal from office. Each officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected or appointed, or such future time as the Board of Trustees may designate, until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal, including by expiration of a contracted-for term of service. In the event of an Officer's death, resignation or removal, the Board of Trustees may appoint an officer to fill the vacancy on an interim basis until the Board of Trustees elects an officer to fill the vacancy under this Section 5.2.

Section 5.3 Removal. Any officer or agent may be removed by the affirmative vote of not less than two-thirds (2/3) of Trustees then in office, with or without cause. Removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights.

Section 5.4 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the Board of Trustees. An officer's resignation shall take effect upon receipt by the Corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Trustees for the unexpired portion of the term. If a resignation is made effective at a later date, the Board of Trustees may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Trustees may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 5.5 Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Trustees or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Board Chair. The Board Chair shall (i) prepare agendas for board meetings; (ii) preside at all meetings of the Board of Trustees; (iii) see that all resolutions of the Board of Trustees are carried into effect; and (iv) perform all other duties incident to the office of Board Chair and as from time to time may be assigned by the Board of Trustees.

(b) Vice Chair. The Vice Chair shall (i) attend all meetings of the Board of Trustees; (ii) assume any and all duties of the Board Chair to the extent the Board Chair is unavailable.

(c) Secretary. The secretary shall (i) see that the minutes of the proceedings of the Board of Trustees and any committees of the Board of Trustees are kept; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the Board of Trustees.

(d) Treasurer. The treasurer shall (i) oversee the financial operations of the Corporation and provide oversight for the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Trustees; (ii) provide oversight for the receipt and acquittances for moneys paid in on account of the Corporation, and payment of funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President, the Finance Committee, and the Board of Trustees statements of account showing the financial position of the Corporation and the results of its operations; (iv) monitor or engage advisors to monitor compliance with all requirements imposed on the Corporation as a tax-exempt organization described in section 501(c)(3) of the Code; (v) with approval of the Board of Trustees, engage any firm of certified public accountants to assist in the performance of any of the duties incident to the Treasurer's office; (vi) upon request of the Board of Trustees, make such reports to it as may be required at any time; (vii) attend all meetings of the Finance Committee and Board of Trustees; and (viii) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the Board of Trustees.

ARTICLE VI

AUTHORITY AND DUTIES OF THE PRESIDENT

Section 6.1. Authorities and Duties of President. The President shall, subject to the direction and supervision of the Board of Trustees, be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its agents and employees. The President shall be appointed by the affirmative vote of not less than two-thirds (2/3) of Trustees then in office. The President shall:

- (a) attend all meetings of the Board of Trustees, except as otherwise directed by the Board of Trustees, but shall not be entitled to vote;
- (b) create and maintain a strategic and long-range plan for the Corporation;
- (c) appoint and remove the School Principal;
- (d) supervise the School Principal and provide performance objectives and evaluations at least annually, and report on the same to the Board of Trustees;
- (e) see that all resolutions of the Board of Trustees are carried into effect, unless otherwise directed by the Board of Trustees;
- (f) maintain a connection with the Archdiocese of Denver to ensure the school is aligned with Church teachings and values, properly constructs and maintains sacred spaces, and adheres to standards for religious education; and
- (g) perform all other duties incident to the office of President and as from time to time may be assigned by the Board of Trustees.

The President shall serve at the pleasure of the Board of Trustees and his or her performance shall be reviewed no less than annually by the Board of Trustees. The President may be removed at any time, with or without cause, by the affirmative vote of not less than two-thirds (2/3) of Trustees then in office.

Section 6.2. Delegation to President. All Board authority delegated to staff is delegated through the President, so that all authority and accountability of staff, as far as the Board of Trustees is concerned, is considered to be the authority and accountability of the President. Only decisions of the Board of Trustees acting as a body are binding upon the President. Decisions or instructions of individual Trustees, officers, or committees are not binding on the President except in rare circumstances when the Board of Trustees has specifically authorized such exercise of authority. The Board of Trustees will delegate

spending authority to the President pursuant to guidelines established and approved from time to time.

Section 6.3 Consultation for Specific Hires. The President shall consult prior to the appointment or removal of (a) the School Principal with the Board of Trustees; and (b) the Teachers of Theology with the Clergy serving on the Board of Trustees.

ARTICLE VII

FIDUCIARY MATTERS

Section 7.1 Indemnification.

(a) Scope of Indemnification. The Corporation shall indemnify, defend, and hold harmless each Trustee, officer, employee, and volunteer of the Corporation to the fullest extent permissible under the laws of the State of Colorado, including C.R.S. § 7-129-101, et seq. Such indemnification applies to all liabilities, claims, demands, actions, damages, losses, judgments, fines, penalties, settlements, and expenses (including reasonable attorneys' fees and costs) incurred by reason of the fact that such person is or was acting in such capacity. For the avoidance of doubt, the Corporation's duties under this Section 7.1(a) apply with respect to any matters arising or accruing during a Trustee's, officer's, employee's, or volunteer's service, even if a claim is first asserted after such service has ended. The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation not otherwise covered by this Section 7.1 to the fullest extent permissible under the laws of the State of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4958 of the Internal Revenue Code.

Section 7.2 Insurance. The Corporation shall obtain Directors and Officers (D&O) Liability Insurance for the benefit of all Trustees, officers, employees, volunteers, and for the Corporation as an entity, on such terms and with such limits as approved by the Board of Trustees. Such insurance shall include standard D&O insuring agreements with Side A Coverage, Side B Coverage, Side C Coverage, and Employment Practices Liability Insurance (EPLI), plus optional Prior Acts Coverage and Tail Coverage available from the underwriter. New Trustees, as appointed, shall be provided with a copy of the policy documents. All Trustees shall receive a copy of the policy documents at each renewal or when a new policy is bound.

Section 7.3 General Standards of Conduct for Trustees and Officers.

(a) Discharge of Duties. Each Trustee shall discharge the Trustee's duties as a Trustee, including the Trustee's duties as a member of a committee of the Board of Trustees or subcommittee, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; (iii) in a manner the Trustee or officer reasonably believes to be in the best interests of the Corporation; and (iv) in a manner that upholds, supports, advances, and does not contravene the Corporation's mission set forth in Article II and purpose set forth in Article II of the Articles of Incorporation.

(b) Reliance on Information, Reports, etc. In discharging duties, a Trustee or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Corporation whom the Trustee or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Trustee or officer reasonably believes are within such person's professional or expert competence; (iii) religious authorities or priests or other persons whose position or duties in the Corporation, or in a religious organization with which the Corporation is affiliated, the Trustee or officer believes justify reliance and confidence and who the Trustee or officer believes to be reliable and competent in the matters presented; (iv) the Magisterium of the Church; or (v) in the case of a Trustee, a committee of the Board of Trustees or Subcommittee of which the Trustee is not a member if the Trustee reasonably believes the committee merits confidence. A Trustee or officer is not acting in good faith if the Trustee or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 7.3(b) unwarranted.

(c) Liability to Corporation or Its Members. A Trustee or officer shall not be liable as such to the Corporation or its Members for any action taken or omitted to be taken as a Trustee or officer, as the case may be, if, in connection with such action or omission, the Trustee or officer performed the duties of the position in compliance with this Section 7.3.

(d) Trustee Not Deemed to Be a "Trustee". A Trustee, regardless of title, shall not be deemed to be a "Trustee" within the meaning given that term by trust law, including C.R.S. § 15-5-101, et seq., with respect to the Corporation or with respect to any property held or administered by the Corporation including property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 7.4 Loans to Trustees and Officers Prohibited. No loans shall be made by the Corporation to any of its Trustees or officers. Any Trustee or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE VIII

RECORDS OF THE CORPORATION

Section 8.1 Minutes, etc. The Corporation shall keep as permanent records minutes of all meetings of the Board of Trustees, a record of all actions taken by the Board of Trustees without a meeting, a record of all actions taken by a committee of the Board of Trustees in place of the Board of Trustees on behalf of the Corporation, and a record of all waivers of notices of meetings of the Board of Trustees or any committee of the Board of Trustees.

Section 8.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 8.3 Records in Written Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 8.4 Records Maintained at Office. The Corporation shall keep a copy at its office of all documents or records required to be maintained by the Corporation at its office under applicable law or regulation.

- (a) The Articles of Incorporation;
- (b) These Bylaws;

- (c) Resolutions adopted by the Board of Trustees;
- (d) The minutes of all meetings of the Board of Trustees, and records of all action taken by the Board of Trustees without a meeting, for the past three years;
- (e) A list of the names and business or home addresses of the current Trustees, and officers;
- (f) A copy of the most recent corporate report delivered to the Colorado Secretary of State;
- (g) The Corporation's application for recognition of exemption and the tax exemption determination letter issued by the Internal Revenue Service (or, as applicable, documentation of the Corporation's inclusion in the USCCB's Group Ruling #0928/listing in the Official Catholic Directory); and
- (h) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

Section 8.5 Inspection of Records by Board of Trustees. A Trustee shall be entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the records of the Corporation, including but not limited to those described in Section 8.4; provided that the Trustee gives the Corporation written demand at least five (5) business days before the date on which the Trustee wishes to inspect and copy such records.

Section 8.6 Reporting. The President and the Committee Chair of each Standing Committees shall make regular reports to the Board of Trustees regarding the Corporation's business and affairs, including all matters pertaining to the operation of the School.

ARTICLE IX

ANTI-DISCRIMINATION POLICY

Section 9.1 Anti-Discrimination Policy. St. John Paul II High School admits students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the School. It does not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its educational policies, admission policies, scholarship programs, and athletic and other School administered programs.

ARTICLE X

ROLE OF THE ARCHDIOCESE OF DENVER

Section 10.1 Role of the Office of Catholic Schools. In addition to the provisions of Section 4.2(d)ii., the Corporation shall adhere to those policies and directives promulgated by the Office of Catholic Schools of the Archdiocese of Denver concerning the Magisterial authority of the Catholic Church, teachings, formation, curriculum, programs, and instruction, including instruction in the theological disciplines requiring the Mandatum of the Archbishop of Denver.

Section 10.2 Archbishop of Denver. Without prejudice to the Corporation's autonomy concerning the internal direction of the Corporation, the Archbishop of Denver, either personally or through his designee, has the right to watch over and visit the Corporation and to issue prescripts pertaining to the general regulation of the Corporation so that its apostolic spirit may grow and the work of teaching may take its proper place within the overall pastoral activity of the Archdiocese of Denver.

Section 10.3 Archdiocesan Activity. In conformity with the Declaration on Christian Education, Gravissimum educationis, the sacred pastors of the Church and the Christian Faithful are encouraged to spare no sacrifice in helping Catholic schools fulfill their function in a continually more perfect way. Accordingly, in the event the Archdiocese of Denver determines to establish an archdiocesan high school in the classical, liberal arts tradition in the Northern Colorado area, and in recognition of the importance of a Catholic education that fulfills the needs of the faithful, the Corporation shall cooperate with the Archdiocese of Denver, and subject to the vote of the Board of Trustees, fully integrate into the newly erected Archdiocesan high school.

ARTICLE XI

AMENDMENT OF BYLAWS

Amendments to these Bylaws, including the Oath of Fidelity, shall become effective upon the affirmative vote of not less than two-thirds (2/3) of the Board of Trustees then in office.

ARTICLE XII

MISCELLANEOUS

Section 12.1 Seal. The board of Trustees may adopt a corporate seal, which may be circular inform and shall contain the name of the corporation and the words, "Seal, Colorado."

Section 12.2 Fiscal Year. The fiscal year of the Corporation shall be July 1st to June 30th or as otherwise established by the Board of Trustees.

Section 12.3 Contracts. The Board of Trustees may authorize any officer or officers, agent or agents to enter into 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 12.4 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Trustees, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

Section 12.5 Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 12.6 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, financial institutions, or other custodians as the Board of Trustees may select.

Section 12.7 Investment Managers. The Board of Trustees shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the Corporation.

Section 12.8 Designated Contributions. Subject to any gift acceptance policy that the Board of Trustees may adopt, the Corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations will be honored, except to the extent that alternative purposes or uses may be adopted by the Corporation as permitted by law or the agreement of the donor. However, the Corporation shall reserve all right, title and interest in and to control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Gifts and contributions shall be reviewed for consistency with the Corporations' missions. Further, the Corporation shall acquire and retain sufficient control

over all donated funds (including designated contributions) to ensure that such funds will be used exclusively to carry out the Corporation's tax-exempt purposes.

Section 12.9 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; the word "including" or any variation means "including, without limitation" and shall not be construed to limit any general statement that follows to the specific or similar items or matters immediately following it; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these Bylaws.

Section 12.10 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

CERTIFICATE

The undersigned certifies that he or she is the Secretary of St. John Paul II High School, a Colorado nonprofit Corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation.

Dated: _____

Signed: _____

_____, Secretary

Exhibit A

OATH OF FIDELITY

In carrying out my role as a Trustee, or officer of St. John Paul II High School, I promise that in my words and in my actions, I shall always preserve communion with the Catholic Church.

With great care and fidelity, I shall carry out the duties incumbent on me toward the Church, both universal and particular, in which, according to the provisions of Canon Law, I have been called to exercise my service.

I shall follow and foster the common discipline of the entire Church, and I shall maintain the observance of all ecclesiastical laws, especially those contained in the Code of Canon Law.

With Christian obedience I shall follow what the bishops, as authentic doctors and teachers of the faith, declare, or what they, as those who govern the Church, establish.

I shall also faithfully assist the diocesan bishops, our Archbishop in particular, so that the apostolic activity, exercised in the name and by mandate of the Church, may be carried out in communion with the Church.

I shall affirm the Church's teachings on faith and morals, including the Church's teachings on human sexuality, identity, and marriage. The Church's teachings include the following:

1) Every human person is immutably made in the image and likeness of God as biological male or female, and the harmonious integration of each person's sexual identity with his or her biological sex is an essential component of expressing each person's dignity.

2) Human sexuality is a gift from God and sexual intimacy is exclusively reserved for the marital relationship between one man and one woman.

3) Human life is sacred and worthy of protection from conception to natural death.

I shall keep the Five Precepts of the Church as set forth in the Catechism of the Catholic Church, nn. 2041-2043, which includes attendance at Mass on Sundays and holy days of obligation.

Finally, I shall uphold, support, advance, and not contravene the purpose and mission of St. John Paul II High School as set forth in Article II of the Bylaws (Mission) and Article II of the Articles of Incorporation (Purpose and Powers).