

**CONSENT IN LIEU OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
EARLY LEARNING VENTURES**

The undersigned, being all of the members of the Board of Directors (the "Board") of Early Learning Ventures, a Colorado nonprofit organization (the "Corporation") hereby consent to the following action taken without a meeting pursuant to the Bylaws of the Corporation and applicable law effective July 1, 2022:

**WHEREAS**, the Board have determined that it is in the best interests of the Corporation to amend the bylaws to reflect the title of Chief Executive Officer; and

**THEREFORE RESOLVED**, that Section 5.9 of the Bylaws of the Corporation shall be replaced in its entirety as follows:

"Section 5.9 Chief Executive Officer. The Chief Executive Officer, subject to the direction and supervision of the Board of Directors, shall: (i) be the officer of the Corporation with general and active control of its affairs and business and general supervision of its officers, agents and employees ; (ii) propose, prepare and present to the Board of Directors specific programs and activities that will further the Corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the Board of Directors; and (iv) perform all other duties incident to the office of Chief Executive Officer (including hiring and terminating employees, independent contractors and agents of the Corporation) as from time to time may be assigned to such office by the Board of Directors."

**FURTHER RESOLVED**, all other references to "Executive Director" in the Bylaws of the Corporation are hereby replaced with "Chief Executive Officer."

**FURTHER RESOLVED**, that all such actions that have been taken prior to the date hereof that are consistent with the foregoing are hereby ratified and approved.

  
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David Mering, Director

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Laura Mering, Director

  
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Sue Renner, Director