

**AMENDMENT TO THE BYLAWS
OF
CALVARY EPISCOPAL SCHOOL, INC.**

ARTICLE I

DEFINITIONS

The following terms shall have the meanings set forth below, unless context requires otherwise:

“Act” shall mean the Texas Non-Profit Corporation Act and any amendment thereof, or corresponding provisions of any successor statutes thereto.

“Articles” shall mean the Articles of Incorporation of the Corporation and any valid amendment, modification or restatement thereof.

“Bishop” shall mean the Bishop of the Diocese of Texas.

“Bylaws” shall mean these Bylaws and any valid amendment thereof.

“Canons” shall mean the Canons of the Diocese of Texas as the same now exists or may be amended from time to time hereafter.

“Constitution” shall mean the Constitution of the Diocese of Texas as the same now exists or may be amended from time to time hereafter.

“Corporation” shall mean CALVARY EPISCOPAL SCHOOL, INC. a Texas non-profit corporation, and any successor by merger or consolidation.

“Diocese of Texas” shall mean the Episcopal Diocese of Texas.

“Governing Body” shall mean a “Vestry” in the case of a Parish or a “Bishop’s Committee” in the case of a Mission.

“Mission” shall have the meaning ascribed to it in the Constitution and Canons.

“Organization Meeting” shall mean that meeting held pursuant to Section 1396-3.05 of the Texas Non-Profit Corporation Act relating to the Corporation.

“Parish” shall have the meaning ascribed to it in the Constitution and Canons.

“Priest-in-Charge or Missionary” shall mean the Priest-in-Charge or Missionary of the Sponsor, if the Sponsor is a Mission, or, if the Sponsor has no Priest-in-Charge or Missionary, the person acting in such capacity in accordance with the Constitution and

Canons of the Diocese of Texas. The term "Priest-in-Charge or Missionary" shall be deemed to include "Rector" if the Sponsor becomes a Parish.

"Rector" shall mean the Rector of the Sponsor, if the Sponsor is a Parish, or, if the Sponsor has no Rector, the person acting in such capacity in accordance with the Constitution and Canons of the Diocese of Texas. The term "Rector" shall be deemed to include "Priest-in-Charge or Missionary" if the Sponsor becomes a Mission.

"School" shall mean CALVARY EPISCOPAL SCHOOL, INC.

"Sponsor" shall mean CALVARY EPISCOPAL CHURCH A TEXAS CORPORATION or, in the event of the dissolution of CALVARY EPISCOPAL CHURCH A TEXAS CORPORATION, or the termination of its status as a church in union with the Diocese of Texas, any Parish or Mission in union with the Diocese of Texas which may be designated by the Bishop as its successor.

"Vestry" has the meaning ascribed to it in the Constitution and Canons.

ARTICLE II

BOARD OF TRUSTEES

Section 1. Powers. The property and affairs of the Corporation shall be under the direction and control of the Board of Trustees, and, subject to the restrictions imposed by law, the Articles and these Bylaws, the Trustees shall exercise all of the powers of the Corporation.

Section 2. Meetings of Trustees. The Board of Trustees may hold meetings, maintain an office and keep the Corporation's books and records at such place or places within the State of Texas as the Board of Trustees may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the principal place of business of the Corporation, currently 1201 Austin Street, Richmond, Texas 77469. At all meetings of the Board of Trustees, the Rector, or Priest-in-Charge, as the case may be, of the Sponsor shall preside over meetings of the Board of Trustees or may designate the President to preside for such time or term as desired.

Section 3. Annual Meetings. The Annual Meeting of the Board of Trustees ("Annual Meeting") shall be held as soon as reasonably possible, and in any event within ten (10) business days, after final adjournment of the Annual Meeting of the Governing Body of the Sponsor (the "Vestry"). Should the Annual Meeting of the Vestry not occur, then the Annual Meeting of the Board of Trustees shall be held no later than the second Monday of each February. The purposes of the Annual Meeting of the Board of Trustees shall be to (a) elect Special Trustees, (b) elect officers for the ensuing year and (c) transact such other business as may be properly brought before such meeting. Notice of the Annual Meeting shall be required.

Section 4. Regular Meetings. Regular meetings of the Board of Trustees (Regular Meetings”) shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Trustees. Notice of Regular Meetings shall be required.

Section 5. Special Meetings. Special Meetings of the Board of Trustees (“Special Meetings”) shall be held whenever called by (a) on the written request of any three (3) or more Trustees, at least two of whom shall be a Sponsor Trustee, by the Secretary, (b) the President of the Corporation, or (c) the Rector or Priest-in-Charge, as the case may be, or of the Sponsor. Notice of Special Meetings shall be required.

Section 6. Notice of Meetings. The Secretary shall give notice of each Meeting to each member of the Board of Trustees in person or by mail, telephone, or other electronic means at least three (3) calendar days before such meeting. A Special Meeting may consider only matters set forth in the notice of thereof. Subject to the foregoing, unless otherwise indicated in such notice, any and all matters pertaining to the Corporation’s purposes may be considered and acted upon at such meeting. At any such meeting at which every member of the Board of Trustees shall be present, even though without notice, any matter pertaining to the Corporation’s purposes may be considered and acted upon.

Section 7. Quorum. A majority of the then acting members of the Board of Trustees, including a majority of the then Sponsor Trustees, shall constitute a quorum for the consideration of any matters pertaining to the Corporation’s purposes. If, at any meeting of the Board of Trustees, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the members of the Board of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles or these Bylaws.

Section 8. Conduct of Business. At all meetings of the Board of Trustees, matters pertaining to the Corporation’s purposes shall be considered in such order as the Board of Trustees may determine from time to time. The Secretary of the Corporation shall act as secretary of all the meetings of the Board of Trustees, but in the absence of or request by the Secretary, the chair may appoint any person to act as secretary of the meeting.

Section 9. Executive Committee. The Rector or Priest-in-Charge, as the case may be, of the Sponsor shall be an ex-officio member of the Executive Committee and shall preside over meetings of the Executive Committee or may designate the President to preside for such time or term as desired. In addition to the Rector (or Priest-in-Charge), the Executive Committee shall consist of the President, Vice President, Treasurer and Secretary of the Board of Trustees. The Executive Committee shall meet on matters authorized by the Board of Trustees and shall make recommendations for approval by the Board of Trustees.

Section 10. Compensation of Trustees. Persons serving as members of the Board of Trustees shall not receive any salary or compensation for their services as members of the Board of Trustees; provided, however, that nothing contained herein shall be construed as precluding any member of the Board of Trustees from receiving compensation in a reasonable amount for such personal services rendered (other than services rendered as a member of the Board of Trustees) which are reasonable and necessary in carrying out the Corporation's purposes as the Board of Trustees may from time to time determine.

Section 11. Removal. Any member of the Board of Trustees (other than ex-officio trustees) may be removed from the Board of Trustees in accordance with requirements specified in the Articles.

ARTICLE III

OFFICERS

Section 1. Number, Titles and Term of Office. The officers of the Corporation shall consist of a Chief Executive Officer (the "CEO"), President, one or more Vice Presidents, a Secretary and a Treasurer. In addition, the Corporation may have such other officers and assistant officers as the Board of Trustees may from time to time elect. The Rector or Priest-in-Charge, as the case may be, of the Sponsor, shall be ex-officio the CEO and President of the Corporation, and subject to the Articles, may designate a member of the Sponsor Trustees as President for such time and period as desired. Subject to the other provisions of these Bylaws, such other officers and assistant officers shall have such authority and responsibility as the Board of Trustees may assign to them. The offices of Treasurer and Vice President may hold more than one office other than the offices of President or CEO. The CEO may only hold the offices of CEO and President. A Sponsor Trustee that has been designated by the CEO to serve as President may not hold any other office. The term of office for each officer shall be until the next succeeding Annual Meeting at which officers are elected, or otherwise as determined by the Board of Trustees. A duly elected officer shall serve in the office to which such officer is elected until such officer's successor has been duly elected and qualified.

Section 2. Removal. Any officer or member of a committee elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or member of a committee shall not of itself create contract rights.

Section 3. Vacancies. Subject to the Constitution and Canon and the Articles, any vacancy occurring in any officer position of the Corporation, other than the CEO and President, may be filled by a Trustee upon majority approval by the Board of Trustees.

Section 4. The Chief Executive Officer: Powers and Duties of the CEO. The CEO shall be the President of the Corporation or may designate a member of the Sponsor Trustees as President for such time and term as desired.

Section 5. The President: Powers and Duties of the President. Subject to the control of the Board of Trustees and the Executive Committee, if any, in the above stated order of priority, the President shall have general executive charge, management and control of the property, business and operations of the Corporation, with all such powers as may be reasonable incident to such responsibilities, and shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligation in the name of the Corporation, subject to the approval of the Board of Trustees or the Executive Committee, if any. The President shall have such other powers and duties as may be provided from time to time by law, subject to the Constitution, Canons, Articles, these Bylaws and resolutions of the Board of Trustees, in the above stated order of priority.

Section 6. Vice President: Duties of a Vice President. One or more Vice Presidents shall be elected by the Board of Trustees and shall have such powers and duties as may be assigned by the Board of Trustees. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken and the authority of such Vice President to act in such matter.

Section 7. Powers and Duties of the Treasurer. The Treasurer shall have custody for the Corporation of all of the Corporation's funds and securities which come into the hands of the Treasurer. The Treasurer may endorse or cause to be endorse, in the name and on behalf of the Corporation, checks, notes and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Trustees; and the Treasurer may sign or cause to be signed all receipts and vouchers for payments made to the Corporation either alone or jointly with such other officer as may be designated by the Board of Trustees. The Treasurer shall (a) render or cause to be rendered a statement of the cash account whenever required by the Board of Trustees; (b) enter or cause to be entered regularly in the Corporation's books to be kept by the Treasurer for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; (c) perform all acts incident to the position of Treasurer subject to the control of the Board of Trustees; and (d) if required by the Board of Trustees, give such bond for the faithful discharge of such Trustee's duties as Treasurer in such form as the Board of Trustees may require.

Section 8. Powers and duties of the Secretary. The Secretary shall keep the minutes of all meeting of the Board of Trustees in books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's purposes and subject to the limitations contained in the Articles, the Bylaws and resolutions of the Board of Trustees may sign with the President in the name and on behalf of the Corporation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; shall have charge for the Corporation of the Corporation's books, records, documents and instruments, except the books of account and financial records and securities of which the

Treasurer shall have custody and charge, and such other books and papers as the Board of Trustees may otherwise direct, all of which shall be open at reasonable times to the inspection of any Trustee upon application at the Corporation's office during business hours; and shall, in general, perform all duties incident to the office of Secretary subject to the control of the Board of Trustees.

Section 9. Compensation of Officers. Officers shall not be entitled to receive salary or compensation for personal services rendered to the Corporation; provided, however, with the approval of the Board of Trustees, an officer may receive reasonable compensation for services that are necessary in carrying out the Corporation's purposes.

ARTICLE IV

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The Corporation's fiscal year shall be as determined by the Board of Trustees.

Section 2. Seal. The Corporation's seal, if any, shall be such as may be approved by the Board of Trustees.

Section 3. Notice and Waiver of Notice. Whenever any notice is required to be given by mail under the provisions of these Bylaws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at such officer's post office address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to notice.

Section 4. Resignations. Any member of the Board of Trustees or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time to be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Action Without a Meeting by Trustees or Committees. Any action required by law or these Bylaws to be taken at a meeting of the Board of Trustees or any action which may be taken at a meeting of the Board of Trustees or of any committee thereof may be taken without such a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members of the Board of Trustees, or all of the members of the committee, as the case may be.

ARTICLE V

INDEMNIFICATION AND INSURANCE

Section 1. Right to Indemnification. Subject to any limitations and conditions contained in the Articles or the Bylaws, including, without limitation, this Article V, each person who was or is made a party or is threatened to be made a party or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (hereinafter a "Proceeding"), or any appeal of a Proceeding or any inquiry or investigation that could lead to a Proceeding, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a member of the Board of Trustees or officer of the Corporation, or while a member of the Board of Trustees or officer of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, shall be indemnified by the Corporation to the fullest extent authorized by the Act, (but, in the case of any amendment of the Act, only to the extent that amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including without limitation, attorney's fees) actually incurred by such person in connection with a Proceeding, but if the Proceeding was brought by or in behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred or suffered by such person in connection therewith, and indemnification under these Bylaws shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. In no case, however, shall the Corporation indemnify any person, or the legal representatives of any such person, with respect to any matters as to which such person shall be finally adjudged in any such Proceeding to be liable on the basis that personal benefit resulted from an action taken in such person's official capacity, or in which such person is found liable to the Corporation. Any person entitled to indemnification pursuant to this Article V is sometimes referred to herein as an "Indemnified Person."

Section 2. Advance Payments. An Indemnified Person's right to indemnification conferred in this Article V shall include the right to be paid or reimbursed by the Corporation the reasonable expenses incurred by the Indemnified Person who was, is or is threatened to be named a defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding; provided, however, that the payment of such expenses incurred by the Indemnified Person in advance of the final disposition of Proceeding shall be made only upon delivery to the Corporation of a written affirmation by such Indemnified Person of such person's good faith belief that such person has met the standard of conduct necessary for indemnification under this Article V and a written undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under this Article V or otherwise.

Section 3. Indemnification of Employees and Agents. The Corporation may include as an Indemnified Person an employee or agent of the Corporation and, the Corporation may include as an Indemnified Person persons who are not or were not members of the Board of Trustees, officers, employees or agents of the Corporation but who are or were serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefits plan or other enterprise.

Section 4. Appearance as a Witness. Notwithstanding any other provision of this Article V, the Corporation may pay or reimburse expenses incurred by an Indemnified Person in connection with such person's appearance as a witness or other participation in a Proceeding at a time when such person is not named defendant or respondent in the Proceeding.

Section 5. Nonexclusive of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article V shall not be exclusive of any other right which an Indemnified Person may have or hereafter acquire under any law (common or statutory), provision of the Articles or these Bylaws, agreement, vote of disinterested members of the Board of Trustees or otherwise.

Section 6. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself or any Indemnified Person, whether or not the Corporation would have the power to indemnify any such person against such expense, liability or loss under this Article V.

Section 7. Savings Clause. If this Article V, or any portion hereof, shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Indemnified Person as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any Proceeding, to the full extent permitted by any applicable portion of this Article V that shall not have been invalidated and to the fullest extent permitted by applicable law.

Section 8. Limitation on Indemnity. Notwithstanding any provision of this Article V to the contrary, the liability of the Corporation under this Article V is limited to the proceeds and benefits of insurance, if any, actually paid or received with respect to the matter or event giving rise to the Proceeding which constitutes a basis for the indemnity provided for in this Article V; provided, the Board of Trustees may, in the exercise of its sole discretion, waive or qualify this limitation in specific cases.

ARTICLE VI

AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the then acting members of the Board of Trustees at any Annual, Regular, or Special Meeting if notice of the proposed amendment is contained in the notice of such meeting; provided no such alteration, amendment, or repeal of these Bylaws shall become effective unless and until the same shall have been (a) approved by resolution of the Vestry of the Sponsor and (b) approved in writing by the Bishop, which approval shall be evidenced by the signature of the Bishop on a document evidencing such alteration, amendment of repeal.

CERTIFICATE OF SECRETARY

I hereby certify that these Bylaws were adopted by the Board of Trustees of CALVARY EPISCOPAL SCHOOL, INC. on the 26th day of April, 2005

Caryl A. Geas

Name:

Title: Secretary, Board of Trustees

APPROVAL BY SPONSOR

Approved by the Vestry (Governing Body) of CALVARY EPISCOPAL CHURCH, A TEXAS CORPORATION, on the 10th day of May, 2005

Cervie M. Joiner

Name:

Title: Secretary

APPROVAL OF THE BISHOP

Approved on the 7th day of November, 2005.

+ Don A. Wimberly
The Rt. Rev. Don A. Wimberly
Bishop of the Diocese of Texas