

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

ARTICLE I: Definitions

The following terms shall have the meaning 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 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 and its successor.

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

ARTICLE II: Function

Calvary Episcopal School, Inc. operates independently of Calvary Episcopal Church (the Sponsor) in all dealings, generates its own income and makes its own decisions. The Board of Trustees is the governing body of Calvary Episcopal School, Inc. The definition of and composition of the Board of Trustees is outlined in the Articles of Amendment to the Articles of Incorporation, Article 7.

At times some decisions may be subject to the advice and consent of the Vestry of Calvary Episcopal Church. In matters involving Church and School, the Vestry of Calvary Episcopal Church acts as final authority through a process of supportive consultation.

ARTICLE III: Board of Trustees

Section 1. Powers. The Board of Trustees is the governing body of the School. The Board shall plan, develop, establish and implement policy, rules and regulations for the School. The primary responsibility of the Board, as a whole, is to employ the Head of School as its sole employee and delegate the operational functions of the School to its sole employee. The Board of Trustees shall respect the boundaries that separate board governance and administrative management. The Board of Trustees must assess performance of the Head of School and School, financially and academically, on an annual basis. The Board of Trustees shall uphold all the duties outlined in the Articles and these Bylaws and be subject to the restrictions imposed by law, the Articles and these Bylaws.

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 a 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 absence of or request by the Secretary, the chair may appoint any person to act as secretary of the meeting.

Section 9. *Teleconference Meeting Allowed.* Participation by members of the Board of Trustees or any committee designated by the board in any telephone meeting of the board or committee by means of conference telephone, video conferencing, or any other or similar communications equipment by means of which all persons participating in the meeting can hear and/or see each other shall be permitted. Participation in such a meeting pursuant to this Section 9 shall constitute presence in person at such meeting. The trustees shall promptly be furnished a copy of the minutes of any meeting held under this Section 9.

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.

Section 12. *Head of School.* The Head of School serves under the direction and at the pleasure of the Board of Trustees. The Head of School is responsible for the instructional program, general administration and day-to-day operation of the School in accordance with the policies of the Board of Trustees, Calvary Episcopal Church, the Diocese of Texas, and federal, state and local laws and regulations.

All school policies should be brought by the Head of School to the Board of Trustees for approval. The Head of School shall uphold all school policies approved by the Board of Trustees. It is the Head of School's responsibility to uphold established school policies and ensure the school's administration and staff are also relying on established school policies in conducting day-to-day operations, therefore not involving the Board of Trustees in operational decision-making.

The Head of School shall employ all School administration and academic staff directly, and therefore, conduct full faculty supervision. The Board of Trustees shall not be involved in faculty or staff supervision, employment contracts, or salary determination.

ARTICLE IV: Officers

At the meeting in or closest to July of each year, the Board of Trustees shall elect officers from its membership for terms of one year. A trustee may serve no more than six consecutive one-year terms in one office. Upon expiration of an officer's term of office, or in the case of resignation, each officer shall relinquish all records, books, and other materials of the office to the Chair.

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 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 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 judgement, 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.* The CEO, which is the Rector or Priest-in-Charge, as the case may be, of the Sponsor shall be the President of the Corporation and the chairperson of the Board of Trustees. Therefore, s/he shall have the general duty and authority to manage the affairs of the corporation in accordance with the directives of the Board of Trustees.

The CEO may designate a member of the Sponsor Trustees as President for such time and term as outlined in Article IV, Sections 1 and 5 of these Bylaws. The CEO shall remain as chairperson of the Board of Trustees and provide guidance to the President on the general duty and authority of managing the affairs of the corporation in accordance with the directives of the Board of Trustees.

During a period of transition in search for a new Head of School, the Rector shall serve as counsel to the Search Committee. In addition, the Rector must approve and give consent on the Search Committee's selection for Head of School.

Section 5. *The President.* The Rector, if electing to not serve as President, in consultation with the Executive Committee, shall nominate from within the sponsor trustees the President of the Board of Trustees, where if elected will serve a term of 3 years. The President shall preside over and conduct all meetings of the Board of Trustees, appoint the chairs of each committee, and give direction to the other officers and committees. The President shall have the general duty and authority to manage the affairs of the corporation in accordance with the directives of the Board of Trustees.

The President, in consultation with the Board of Trustees, shall prepare and uphold all Board of Trustees policies. The President, in consultation with the Head of School, shall be responsible for overseeing that an orientation session, as prepared by the Trustee Committee, for new trustees is provided to give an overview of the work and activities of the Board of Trustees. The President, in consultation with the Board of Trustees, shall prepare a written performance appraisal of the Head of School at least annually.

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.* The President, in consultation with the Executive Committee, shall nominate the Vice President of the Board of Trustees. The Vice President shall assist the President and perform the functions and exercise the authority of the President of the Board in the absence or disability of the President. The Vice President shall succeed to the office of President if that office becomes vacant, until such time as a new election can take place. The Vice President shall also have other duties and authority as the Board of Trustees may delegate to him/her from time to time.

Section 7. *Treasurer.* The President, in consultation with the Executive Committee, shall nominate the Treasurer of the Board of Trustees. The Treasurer shall serve as chair of the Finance Committee and, as such, shall direct the work of the Committee in setting policy regarding the School's financial matters. The Treasurer shall have the duty and authority to manage the finances of the school in accordance with school financial policy, Calvary Episcopal Church Vestry Charter, canonical requirements and generally accepted accounting principles. The Treasurer shall report periodic financial statements as requested by the Board of Trustees and shall present a complete financial report at each annual meeting of the Board of Trustees. The Treasurer shall also have other duties and authority as the Board of Trustees may delegate to him/her from time to time.

Section 8. *Secretary.* The President, in consultation with the Executive Committee, shall nominate the Secretary of the Board of Trustees. The Secretary shall have the duty and authority to see that minutes are kept of the proceedings of all meetings of the Board of Trustees; shall attend to the giving and serving of all notices. The Secretary shall approve and distribute a register of all the names, mailing addresses, and telephone numbers of the trustees and shall give notice of all meetings of the Board of Trustees. The Secretary may sign with the President in the name and on behalf of the Corporation and/or attest the signatures thereto, all contracts and other instruments of the Corporation. The Secretary shall have charge, on behalf of the Corporation, of the Corporation's books, records, documents and instruments, except books of account and financial records and securities of which the Treasurer shall have custody and charge. The Secretary shall also have other duties and authority as the Board of Trustees may delegate to him/her from time to time.

Section 9. *Other Officers.* Other Officers, if any, shall have the duties and authority delegated to them by the Board of Trustees from time to time. The function of such officers will be outlined in the minutes of Board of Trustee meetings and documented by the Secretary.

Section 10. *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 V: Committees

Defined and upheld as follows are the standing committees of the Board of Trustees; their names and duties are reviewed annually by the President of the Board and approved by the full Board at its first regular meeting. The President shall appoint a member of the Board of Trustees to be the chair of each committee at the meeting in or

closest to July each year. Committee chairs shall serve one-year terms and shall be eligible for reappointment. The Board shall appoint members of the standing committees. The President and the Rector shall be ex-officio members of all standing committees, but with no vote.

Section 1. Executive Committee. The Board of Trustees shall have an executive committee consisting of Rector or Priest-in-Charge, as the case may be, as an ex-officio member, the president (chairman), vice president (vice-chairman), secretary, treasurer, and at least one other trustee appointed by the chairman of the board with the approval of the board. The Rector or Priest-in-Charge shall preside over the meetings of the executive committee or may designate the president for a term as desired. The executive committee will not exceed in number a majority of the current membership of the board. The executive committee shall have all of the authority of the board of trustees between meetings of the board, except that the executive committee may not:

- (i) adopt, amend, or repeal any provision of the corporate charter or bylaws,
- (ii) elect or remove any trustee, committee member, officer of the corporation, or the head of school,
- (iii) amend or repeal any resolution of the board or any action of the board taken by written consent without a meeting.

The executive committee shall make a full report of all of its actions to the Board.

Section 2. Trustee Committee. The trustee committee is comprised of 3 Board trustees as elected by the Board. The trustee committee is responsible for investigating, analyzing talent needed and proposing prospective trustees. The committee is responsible for nominating a slate of officers. The committee must follow and implement the Board's policy on trustee rotation. The Committee is also responsible for orientation of new trustees, ongoing training and education programs for all Board members, and the bi-annual self-evaluation of the Board.

Section 3. Finance Committee. The finance committee is comprised of 3 Board trustees as elected by the Board. The finance committee is responsible for overseeing financial matters in connections with operations of the school as outlined here:

- i. Assist Treasurer (defined below) with carrying out responsibilities
- ii. Prepare annual budget with head of school
- iii. Recommend tuition and fees
- iv. Develop policies and objectives for investment of short-term operating assets
- v. Meet monthly to review state of the finances
- vi. Schedule and review annual audit
- vii. Develop long range financial plan to match strategic plan

The Board of Trustees role in financial matters is limited to governance and strategic direction. Board of Trustees, regardless of office or committee, shall not have access to financial/accounting software, nor shall they be involved in financial operations of the School.

Section 4. Development Committee. The development committee is comprised of the Director of Development, the President of Calvary Parent Teacher Organization, and at least 3 other Board trustees as elected by the Board. The development committee is responsible for overseeing marketing and fundraising matters in connection with operations of the school as outlined here:

- i. Oversee fundraising policies
- ii. Oversee fundraising for general operations, scholarships and special needs; this includes, but is not limited to, the Annual Fund, Golf Tournament and Annual Gala
- iii. Oversee proposals for school events and manage timeline for approved events
- iv. Recommend and guide implementation of marketing strategies

v. Develop alumni communications

The development committee may invite non-Board members to be a part of the development committee as non-voting participants. No more than 3 non-Board members shall be a part of the development committee.

Section 5. *Building & Grounds.* The building and grounds committee is comprised of 3 Board trustees as elected by the Board. The building and grounds committee is responsible for policies and recommendations concerning the construction, maintenance, care, safety and improvement of the school buildings and grounds, campus expansion, and the furnishings and equipment thereof. Except as provided by budget, or with prior approval of the Board, the committee may not expend the money of the school. The committee shall frequently assess the school facility cleanliness, aesthetics, safety, as well as the need for additions, modifications, major repairs, and/or inspections, which will be coordinated through the Vestry Building & Grounds Committee.

Section 6. *School Life Committee:* The School Life Committee is responsible for reviewing and advising the Board with respect to the school's philosophical goals, academic policies, student services, athletics, and extracurricular enrichment. The school life committee is comprised of 3 Board trustees as elected by the Board. More specifically, the School Life Committee assists the Board in determining basic educational philosophy and policy, and in determining whether the school's educational programs are consistent with educational philosophy and policy to which the school subscribes. In addition, the School Life Committee shall make recommendations to the Board regarding the Professional Growth Program for the on-going support and development of all teaching personnel.

Section 7. *Projects Committee.* The projects committee is comprised of 3 Board trustees as elected by the Board. This projects committee shall be formed as needed for a one-year term assigned by the chair/president to handle specific assignments, start to finish within one school year. (Examples: Accreditation, Strategic Plan, By-Laws)

Section 8. *Other Committees.* The board of trustees may establish other committees (standing or ad hoc) to study matters and make recommendations to the board, from time to time by the vote of a majority of the trustees at a regular meeting or at a special meeting called for this purpose. With the approval of the board, the president (chairman) may appoint to these committees' individuals who are not currently serving as elected members of the board.

ARTICLE VI: 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 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 not time 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 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.

Section 6. *Interaction with School Administration and Staff.* Interaction between the Board of Trustees and school administration and staff (other than the Head of School) should be limited to fellowship, school functions, teacher to parent relations (where a parent is a trustee), board related strategic planning and official board business. The Board of Trustees shall not be involved in day-to-day operations of the school, faculty and/or staff supervisions, employment contracts or salary determination. The Board of Trustees should direct all school administration and staff to established policies and handbooks when approached by school administration and staff regarding matters other than those outlined in this section.

ARTICLE VII: Indemnification and Insurance

Section 1. *Right to Indemnification.* Subject to any limitations and conditions contained in the Articles or the Bylaws, including, without limitation, the Article VII, 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 completing action, suit or proceeding, whether civil, criminal, administrative, arbitrate, 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 Corporation as director, officer, partner, venture, 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 judgements, 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 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 VII is sometimes referred to herein as an “Indemnified Person”.

Section 2. *Advance Payments.* An Indemnified Person’s right to indemnification conferred in this Article VII 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 VII 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 VII 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 director, officer, partner, venture, 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 VII, 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 VII 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, and 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 VII.

Section 7. *Savings Clause.* If this Article VII, 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 attorney's fees), judgements, 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 VII to the contrary, the liability of the Corporation under this Article VII is limited to the matter or event giving rise to the Proceeding which constitutes a basis for the indemnity provided for in this Article VII; provided, the Board of Trustees may, in the exercise of its sole discretion, waive or qualify this limitation in specific cases.

ARTICLE VII: 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 or repeal.

CERTIFICATE OF SECRETARY

I hereby certify that these Bylaws were adopted by the Board of Trustees of CALVARY EPISCOPAL SCHOOL, INC. on the 28th day of April 2020.



Mark Fisler
Secretary, Board of Trustees

APPROVAL BY SPONSOR

Approved by the Vestry (Governing Body) of CALVARY EPISCOPAL CHURCH, A TEXAS CORPORATION, on the 12th day of May 2020.

Mark Fisler
Secretary, Board of Trustees

APPROVAL OF THE BISHOP

Approved on the ____ day of _____, 2020.

The Rt. Rev. C. Andrew Doyle
Bishop of the Diocese of Texas