

BYLAWS OF
HUMBLE CHRISTIAN SCHOOL
A Nonprofit
Religious School Corporation

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ARTICLE I
PRINCIPAL OFFICE

The principal office for the transaction of the business of HUMBLE CHRISTIAN SCHOOL is fixed and located at 16202 Old Humble Road, HUMBLE, TEXAS, 77396. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in the State of Texas. The Corporation may also have offices at such other places, within or without the State of Texas, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE II
MEMBERSHIP

SECTION 1. NO MEMBERS.

The Corporation hereby elects to have no members.

Any action which would otherwise require a vote of members shall require only a vote of the members of the Board of Directors and no meeting or vote of members shall be required for this Corporation, any provision of the Articles of this Corporation or the Bylaws to the contrary notwithstanding.

All rights which otherwise would vest in the members shall vest in the Directors.

SECTION 2. CORPORATION IS A SCHOOL.

The Corporation is sometimes referred to in these Bylaws as "the School", in recognition of the principal nonprofit religious school purpose for which it was organized.

ARTICLE III

DIRECTORS

SECTION 1. POWERS.

Subject to any limitations in the Articles of the Corporation, or in these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors, which sometimes hereinafter shall be referred to as the "Board". The Board may delegate the management of the activities of the Corporation to any person or persons, management company, Parental Advisory Committee ("PAC") or other committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 2. AUTHORIZED NUMBER.

The authorized number of Directors comprising the Board of Directors of the Corporation shall be EIGHT in number.

The Directors of the Corporation and the expiration of their term of office on the date of adoption of these Bylaws are:

	<u>Name</u>	<u>Expiration of Term</u>
Director #1	Craig T. Stewart	June 30, 2007
Director #2	Phil Moorman	June 30, 2007
Director #3	Kim Barnett	June 30, 2007
Director #4	Travis Alvarez	June 30, 2007
Director #5	Leonard Nicol	June 30, 2006

Director #6	Arthur Chance	June 30, 2006
Director #7	Damon Doherty	June 30, 2006
Director #8	vacant	

SECTION 3. ELECTION AND TENURE OF OFFICE.

Prior to the Annual Meeting of the Board of Directors, as defined in Article III, Section 5 of these Bylaws, the Directors shall provide for the election of the new Board of Directors, to be elected by the votes of the members of the Parental Advisory Committee (“PAC”) as herein defined in Article III, Section 3.6.

A Director may not resign if his or her resignation would cause the Corporation to be without any Directors.

3.1. TERM OF DIRECTORS

Each elected Director shall serve for a term of two years and until their successor is duly elected and qualified. The terms shall be staggered at one-year intervals such that a maximum of four elected Directors shall be elected to the Board each year. The term of the elected Directors will run concurrent with the fiscal year.

3.2. ELIGIBILITY FOR NOMINATION AS A DIRECTOR

In order for an individual to be eligible for nomination as a Director, and thus become a “Nominee”, he/she must:

- a. Subscribe to the Statement of Faith adopted by the School evidenced by signing a copy of the Statement of Faith;
- b. Be a member in regular attendance of a local church;
- c. Not be a paid staff member of the School;

d. Be the parent or legal guardian of a registered student at the School. The student must be in good standing in all respects with the School and there must be no evidence that the student will not continue enrollment for the duration of the elected term.

3.3. RESPONSIBILITIES AND REQUIREMENTS OF NOMINEES, CANDIDATES AND DIRECTORS

Individuals who meet the above qualifications as outlined in Section 3,2 are referred to in these Bylaws as “Nominees.” Nominees must sign a “Nominee Statement of Agreement” prior to accepting a position on the ballot, consenting to the following:

- a. Attendance of at least 75% of the Board meetings;
- b. Attendance of the May and/or June scheduled Board meeting as a Nominee to observe the activities of the Board and to begin the familiarization process necessary to ensure a smooth transition for the Board and the new Directors;
- c. Serving on one or more committees as needs and abilities direct;
- d. Maintenance of a strong Christian testimony for himself/herself as well as for the School;
- e. Attendance of school functions including, but not limited to, athletic events, banquets, fund raising events and activities, graduation ceremonies, Parent-Teacher Fellowship (“PTF”) meetings, and other events and activities necessary to support the activities, parents, and students of the School.

3.4. NOMINATION PROCEDURES

Any parent or legal guardian of a student then enrolled and in good standing at the School and any current teacher on staff at the School may nominate any other parent or legal guardian as a Nominee for a position on the Board of Directors. Any Nominee must

meet the qualifications as prescribed in these Bylaws. All nominees' names must be submitted on forms designated by the Board of Directors and provided to eligible individuals prior to the first week of April and with sufficient time to permit a minimum of seven calendar days for nomination consideration prior to the prescribed due date. Completed nomination forms must be submitted to the School office in sealed envelopes no later than the first Friday in April.

3.5. CANDIDATE CERTIFICATION

Current Board of Directors who are not up for re-election for the new two year term shall interview the Nominees and shall certify their candidacy. Candidate Certification shall become effective when a Nominee's Candidate Certification Form is signed by a majority of the Directors who are not up for re-election. Certification shall not be unreasonably withheld thus removing a Nominee from consideration without specific evidence or violation of one or more of the requirements for service as a Director as prescribed in these Bylaws. Candidate certification shall be completed no later than the second Friday in April. Once a Nominee has had his/her candidacy certified, he/she shall be known as a "Candidate".

3.6. BOARD OF DIRECTOR ELECTIONS

All of the Candidates shall be presented to the Parental Advisory Committee ("PAC") at the spring PTF meeting, which shall be scheduled in April to coincide with and facilitate the nomination process. Each Candidate shall be afforded a maximum of five minutes for a personal introduction, statement of qualifications, and explanation of position. Following all introductions, a question and answer period shall be allowed for members of the PAC to become better acquainted with the Candidates and to assist with

their decision process for final elections. Elections shall be held the fourth week in April. All votes must be submitted in sealed envelopes on forms provided to eligible Voters (as defined herein) no later than 5:00 PM on the fourth Friday in April. The term eligible Voters as used herein shall mean each parent or legal guardian of a student then enrolled and in good standing at the school. Voter forms shall be provided to the eligible Voters at the address for the child as reflected on the School records (“Primary Address of Record”), provided however, upon written request to the Board of Directors by an eligible Voter not residing at such address, an additional Voter form shall be mailed to such additional address. Each Voter shall be allowed votes equal to the number of director positions to be filled without cumulative voting to be allowed, i.e. only one vote per candidate. The designated voting location shall be made available to Voters for voting during school hours. Additionally, the voting location shall be available for a minimum of one early morning plus two nonconsecutive evenings. All Voters may make arrangements to submit sealed ballots up to seven days before the final day of the election period, provided they receive such designated “absentee” ballots provided by the school accounting office for such designated purpose. Such “absentee” ballots shall be held in a secure location until all votes have been received. All votes, after voting hours have closed for the final day, must then be delivered to the school accounting office or the designated vote depository location, deposited by the Voter into the sealed ballot box, and forwarded in the sealed ballot box to the legal Secretary of the Corporation. Elections will be affirmed by a majority of ballots returned to the Board by the appointed deadline. All of the Board of Directors who are not up for re-election during the current year shall be responsible for issuing Nominee ballots, all Voter forms to members of the PAC,

monitoring the election, counting all votes, and certifying the election. A minimum of three directors, or a majority of the remaining Directors if less than three, must be present for counting and Election Certification. Election Certification and the counting of the votes shall take place immediately after balloting has closed or as soon as the required number of Board of Directors are able to conduct this business. Upon completion of the count, the fully certified election results along with all tally sheets, notes, and voter ballots shall be returned to the legal corporate Secretary for storage in compliance with the School's policy. Election results shall be posted in the school office, in the school newspaper, and via written notice to all members of the Board of Directors and the PAC no later than the Wednesday prior to the regularly scheduled Board meeting. In the event of a tie for the fourth and final position, a run-off election between the candidates tied for the fourth and final position shall be held within 10 business days following the procedures set forth in these Bylaws.

SECTION 4. PLACE OF MEETINGS.

Meetings of the Board may be held at any place, within or without the State, which has been designated in the notice of meeting, or, if not stated in the notice or if there is no notice, designated in these Bylaws, or by resolution of the Board.

SECTION 5. ANNUAL MEETINGS.

The Annual Meeting of the Directors shall be held each year at the time and on the date as follows:

TIME OF MEETING: 6:30 P.M.

DATE OF MEETING: Second Monday of July

If this day shall be a legal Holiday, then the Annual Meeting shall be held on the next succeeding business day at the same hour. At the Annual Meeting, the Directors shall elect Officers to manage the business of the Corporation for the next year, consider reports of the affairs of the Corporation, and transact such other business as may be properly brought before the meeting. The time and date of this meeting shall be subject to change and may be amended as mutually agreed upon by the Directors, provided however, if the time or place of the Annual meeting is changed, such new time/place shall be noted on the School website and in the School newsletter at thirty (30) days prior to the Annual Meeting. At the Annual Meeting, newly elected Directors will sign the “Statement of Understanding” and the ”Board of Director’s Agreement” herein incorporated and attached at the end of these Bylaws. The operating budget for the upcoming fiscal year shall be submitted to the Board of Directors by the Treasurer two months prior to the Annual Meeting, with the final Board of Directors action to approve the budget taken at the Annual Meeting.

SECTION 6. REGULAR MEETINGS

Regular Meetings of the Board of Directors will be held monthly, on the second Monday of each month at 6:30 P.M. at the School or at any other location as designated by the President and announced as prescribed in these Bylaws. The time and date of this meeting shall be subject to change and may be amended as mutually agreed upon by the Directors, provided however, if the time or place of the meeting is changed, such new time/place shall be noted on the school website and school newsletter at least seven (7) days prior to the meeting.

An agenda shall be prepared by the President for all Board of Directors’ Meetings

except Special Meetings. The agenda for all Annual Meetings and Regular Meetings except Special Meetings shall include provisions for a general “open” session and for a “closed” session, if required. Special Meeting agendas shall be prepared by the Chairman of the particular committee requesting the Special Meeting, or by the particular individual requesting the Special Meeting. Such Special Meeting agendas will need to be submitted and reviewed in advance by the President. The President shall determine if the Special Meeting shall be an open or closed session. Copies of the open session portion of the agenda for all meetings shall be made available in advance at the School office and noted on the school website no later than 8:00 A.M., two (2) business days prior to any scheduled meeting. Closed session agenda items shall not be posted in advance and but shall be made available to Board of Directors prior to the scheduled meeting. Special Meeting agendas and requests to add items to the agenda shall be made available to the President no later than five (5) business days prior to any meeting. Items submitted with less than five (5) days advance notice may be included in the next scheduled Regular Meeting or may be moved to the following Regular Meeting at the discretion of the President. All Annual and Regular Meeting agendas shall have a provision for “Special Items” to allow for emergency or special circumstance items to be discussed in the open session. At the President’s determination, any Special Item introduced may be tabled and moved to the closed session for final review and Board of Directors action.

6.1. OPEN SESSION AGENDA

The open session agenda shall include, but is not limited to, the following:

- a. Review of previous meeting “open session” minutes;

- b. “Special Items” from PAC’s members in attendance;
- c. Items added by advance request other than from the Board of Directors or a Board of Director appointed committee;
- d. All “general interest” agenda items considered appropriate by the President;
- e. Items added by advance request by Board of Directors or a Board of Director appointed committee;
- f. Review of open items pending action;
- g. Monthly and year to date financial review;
- h. “Special Items” from Board of Directors in attendance.

6.2. CLOSED SESSION AGENDA

The closed session agenda shall include, but is not limited to, the following:

- a. “Special Items” tabled in open session for discussion in closed session;
- b. Review of items other than “Special Items” tabled in open session for discussion in closed session. Sequence of order for items considered shall be at the discretion of the President;
- c. Review of agenda items requested for closed session;
- d. Review of previous closed session minutes;
- e. Review of closed session open items pending action.

6.3. ROBERT’S RULES OF ORDER AND BOARD APPROVAL OF ACTION

Robert’s Rules of Order as amended by practice of the Board of Directors shall be employed as a general procedural format for conducting all meetings.

Under all circumstances, the Board will be deemed to have acted, when, and only when, in a duly constituted Board Meeting, a motion is made, seconded, discussed, and passed by the appropriate majority of the Board, duly approved and entered in written form into the Corporate Minute book via a Secretary's Certification, signed by the legal corporate Secretary. Board discussion, consensus and/or debate do not constitute formal Board action, whether oral or written, and shall in no way be considered an official action or a part of the legal documentation of the School until the above legal procedures have been followed and the Secretary has signed the Certification thereto.

No Director, Officer, employee or other agent of the School may represent any matter or decision as being the position or policy of the School unless the position or policy has been duly approved by the formal Board procedures as set forth herein.

SECTION 7. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by the President or upon notification to the President, by the Vice President, the School Administrator, or any two directors.

SECTION 8. ANNUAL MEETING-NOTICE.

The Annual meeting of the Board of Directors may be held without notice because the time and place of such meeting is fixed in Article III, Section 5 of these Bylaws.

SECTION 9. REGULAR MEETINGS – NOTICE.

Regular meetings of the Board of Directors may be held without notice because the time and place of such meetings is fixed in Article III, Section 6 of these Bylaws.

SECTION 10. SPECIAL MEETINGS -NOTICE.

Special meetings of the Board of Directors shall be held upon four days' notice by first-class mail or twenty-four hours' notice delivered personally or by telephone or telegraph. Neither the Articles nor these Bylaws may dispense with notice of a Special Meeting. A notice of a Special Meeting of the Board shall specify the purpose of any Special Meeting of the Board.

SECTION 11. WAIVER OF NOTICE.

Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings.

SECTION 12. DIRECTORS ACTING WITHOUT A MEETING BY UNANIMOUS WRITTEN CONSENT.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

SECTION 13. NOTICE OF ADJOURNMENT.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place, provided such new time and place shall be announced at the time of such adjournment.

SECTION 14. DEADLOCK.

In the case where the Board shall, by reason of deadlock, (whether because an even number of Directors is seated on the Board, or because certain Directors are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Board, then, in such instance, such issue shall be forwarded back to the Committee submitting the issue for motion, and shall review, revise and re-submit such issue for re-consideration by the Board in a subsequent meeting. If in the case where the Board, shall, by reason of deadlock, be unable to reach a conclusive vote on any issue before the Board, and such issue was not originated by a Committee, then such issue, brought forward as a motion, shall fail.

SECTION 15. QUORUM.

One-half of the total number of currently serving Board of Directors plus one Director shall equal a quorum.

Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. Neither the Articles of Incorporation of the Corporation nor these Bylaws may provide that a lesser vote than the majority of the Directors present at a meeting is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the

required quorum for such meeting or by such greater number as is required by the Articles of Incorporation of the Corporation.

The provisions of this Section shall also apply to Committees of the Board and action by such Committees.

SECTION 16. USE OF CONFERENCE TELEPHONE.

Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 16 constitutes presence in person at such meeting.

SECTION 17. COMPENSATION OF DIRECTORS.

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board a fixed sum and reimbursement for expenses of attendance, if any, if such expenses have been approved in advance, in writing, by the Board. Such reimbursements may be allowed for attendance at either Annual, Regular or Special Meetings of the Board provided that nothing herein contained shall be construed to preclude any Directors from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 18. OTHER BOARD RESPONSIBILITIES -FINANCIAL

It shall be the responsibility of the Board to ensure that detailed, quarterly, and annual financial statements are mailed or delivered to each member of the Parental Advisory Committee "PAC" within 30 days following the end of the month for which the statement is prepared. Delivery may be in person, by U.S. Mail, or by posting statements

to the School internet website within 30 days of the end of the month for which the statement is prepared.

The Board shall authorize and ensure that the accounting books and records of the School are inspected at least annually by a duly appointed committee, known as the “Financial Advisory Committee”, comprised of at least three qualified persons. A “qualified person” shall include but not necessarily be limited to a representative from the school's outside CPA firm of record, one representative from the HCS Board of directors, and no more than three nor less than one non-board member that is familiar with standard bookkeeping and/or accounting practices in a professional business application.

- No more than one (1) qualified person shall be an employee or Director of the School. The Treasurer, Assistant Treasurer, and the school’s full time staff paid bookkeeper of record may not serve under any circumstances on this Committee. The "school bookkeeper" is the full time paid school staff member responsible to the Board of Directors and the Treasurer for daily entry posting and account reconciliation. Upon recommendation of the Committee, the Board may authorize an independent compilation, review or audit of the financial records of the School. The Board shall be required to arrange for an independent compilation, review or audit if the Committee so recommends following two out of any three consecutive inspections. The annual inspection of the school's books is intended to be a general review of the various accounts to verify that postings are both correct and thorough, and that the bookkeeping policies and procedures currently employed are efficient and adequate to provide a complete and accurate reflection of the school's financial position as well as comply with all statutory requirements. It shall be the Board’s responsibility to set policy for any fundraising

activities of the School, and to be responsible for their propriety, effectiveness and thoroughness.

SECTION 19. EXECUTIVE AND OTHER COMMITTEES.

The Board may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one (1) or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of the committee, or may replace any absent member at any meeting of the committee. Any such committee shall operate under the authority of the Board of Directors but shall not have any voting rights and service on such committees shall be at the discretion of the Board. All members of the Executive and other Committees must meet all the requirements to serve as a Director as defined in the Bylaws herein, except for the requirement of student enrollment, provided that the member of the Committee is a former Director and/or has demonstrated a substantial commitment to the School, as well as possesses specific talent or skills beneficial to the Board and to the School, as determined in the Board's sole discretion.

SECTION 20. REMOVAL OF A DIRECTOR FOR OR WITHOUT CAUSE.

For Cause: The Board may declare vacant the office of a Director who has been convicted of a felony, or found, based on the Director's personal admission, the testimony of 2 eyewitnesses of good character, or unambiguous authentic photographic or written evidence, to have committed any of the following offenses: use of illegal drugs, chronic alcoholism, adultery or fornication, theft of school funds, Breach of Confidentiality

resulting in measurable harm to Humble Christian School, its Board of Directors, its staff, or its parents or students.

Without Cause: Any or all Directors may be removed without cause if such removal is approved or ratified by a two-thirds (2/3) majority vote and voting takes place at a duly held meeting of Directors at which a quorum is present.

SECTION 21. FILLING VACANCIES ON THE BOARD.

A vacancy on the Board of Directors shall be filled according to the following procedure:

1. The Candidate who received the most votes during the most recent election but did not receive a seat on the Board of Directors will be given an invitation to join the Board of Directors. If this Candidate declines the invitation, the other Candidates who did not receive a seat on the Board of Directors will be given an invitation in descending order of votes received.

2. In the event that none of the Candidates are available to fill the vacant seat, and at least six (6) months remain prior to the end of the term of the vacant seat, a special election by the PAC shall be held to fill the vacant director's position(s) with such special election to follow the procedure as provided for the annual election. The majority of the remaining board of directors shall call the special meeting and set the time periods for (i) submission of nomination forms; (ii) Candidate certification; (iii) time and place of the special meeting of the PAC; and (iv) submission of votes.

SECTION 22. INDEMNIFICATION.

The Corporation shall, to the maximum extent permitted by Texas Corporation law, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this Article, an "agent" of the Corporation includes any person who is or was a Director, Officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

SECTION 23. NONASSESSABILITY.

The private property of the Directors and Officers of the Corporation shall be nonassessable and shall not be subject to the payment of any corporate debts, nor shall the Directors or Officers of the Corporation become individually liable or responsible for any debts or liabilities of the Corporation.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS.

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance

with the provisions of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Corporation.

SECTION 2. ELECTIONS OF OFFICERS.

The officers of the Corporation, except such officers as may be otherwise appointed in accordance with the provisions of these Bylaws, shall be chosen annually by the Board of Directors, and each shall hold office until such officer shall resign or shall be removed or otherwise disqualified to serve, or at the expiration of a one year term as described in these Bylaws. Officers may serve a maximum of two consecutive terms in any office except the Treasurer, who shall be exempt from this provision, and thus, who may serve consecutive terms without limit at the pleasure of the Board. Officers who have served two consecutive terms must vacate said office for a minimum of two one-year terms before becoming eligible for re-election to said office. Term limited Directors may serve in any other available office at the pleasure of the Board.

SECTION 3. SUBORDINATE OFFICERS.

The School Administrator shall be hired by the Board of Directors and shall be a designated Subordinate Officer, referred to in these Bylaws as the “Administrator”. The Administrator shall also act as the Administrative Educational Manager of the School.

Such duties of the Administrator shall include, but are not limited to, pre-qualifying all staff, hiring non-salaried support staff, maintaining the spiritual morale of staff members within the school, developing informational and accrediting services of the school, dismissing staff, and overseeing all day-to-day administrative duties. No permanent school staff hiring or dismissal decision shall become final without a formal

interview and the full concurrence of the Board of Directors. Staff members shall include teachers and all salaried support employees. The Administrator shall have such other powers and duties as the Board of Directors and these Bylaws may prescribe from time to time.

The Board of Directors may appoint, or may confer on any other Officer of the Corporation the right to appoint, such other Officers as the business of the Corporation may require, each of whom shall hold offices for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine except that under no circumstances shall Subordinate Officers be extended voting rights within the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION.

Any Officer may be removed with or without cause by a two-thirds majority vote of the Directors at the time in office at any Regular or Special meeting of the Board of Directors, or, except in the case of an Officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors.

Any Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

SECTION 6. PRESIDENT.

The President shall be the Chief Executive Officer of the Corporation, and shall have general supervision, direction and control of the business and Officers of the Corporation. The primary duties of the President are as follows:

- a. Provide focus, direction, and coordination for the Board of Directors and its continuing effort to promote and further the nonprofit religious school purposes of the Corporation;
- b. Establish and maintain the agenda for all meetings of the Board of directors;
- c. Preside at all meetings of the Board of Directors;
- d. Coordinate the activities of the Board of Directors as well as the various committees and extended activities of the Corporation as authorized by the Board of Directors;
- e. Serve as an ex-officio member of all standing Board committees;
- f. Provide oversight and coordination for the election of Officers and committee leaders with the Board of Directors;
- g. Provide oversight and coordination for the election of new Board of directors as prescribed in these Bylaws;
- h. Provide orientation for newly elected Directors;
- i. Endeavor to promote a spirit of cooperation and fellowship among the members of the Board of Directors that recognizes the quality of each duly elected Board of Director, and the value of their contribution to the overall effort of the Board of Directors.

In event of the death or resignation of the President without the written designation actual or deemed of a successor President, the Board of Directors shall elect a qualified candidate to become President.

The President of the Corporation on the date of adoption of these Bylaws is
Craig T. Stewart.

SECTION 7. VICE PRESIDENTS.

In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or these Bylaws.

The Vice-President of the Corporation on the date of adoption of these Bylaws is
Arthur Chance.

SECTION 8. SECRETARY.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at meetings of the Board of Directors and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, and shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other

duties as may be prescribed by the Board of Directors or the Bylaws. The Secretary of the Corporation on the date of adoption of these Bylaws is Phil Moorman.

SECTION 9. ASSISTANT SECRETARY.

In the absence or disability of the Secretary, the Assistant Secretary appointed by the Board shall perform all the duties of the Secretary, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the Secretary. The Assistant Secretary shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or by these Bylaws.

SECTION 10. TREASURER.

The Treasurer shall keep and maintain, or cause to be kept and maintained, full and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection by the Directors.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Treasurer of the Corporation on the date of adoption of these Bylaws is Travis Alvarez.

ARTICLE V

CORPORATE RECORDS AND REPORTS

SECTION 1. RECORDS.

The Corporation shall keep:

1. Adequate and correct books, records, and accounts;
2. Minutes of the proceedings of its Board, and Committees of the Board;
3. All records maintained at the corporate address in a secure location or as designated by the Board of Directors.

Minutes shall be kept in written form. Other books and records shall be kept in written form or in any other form capable of being converted into written form.

SECTION 2. CHECKS, DRAFTS, INDEBTEDNESS.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the President or the Treasurer of the Corporation.

SECTION 3. CONTRACTS, OTHER INSTRUMENTS -HOW EXECUTED.

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Corporation

by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

SECTION 4. CORPORATE SEAL

The Corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "TEXAS".

SECTION 5. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The Board of Directors shall adopt, amend, or dissolve the Articles of Incorporation and/or adopt, amend, or repeal the Bylaws of the Corporation in accordance with a two-thirds (2/3) majority vote of the PAC present at the Annual Meeting or any Special Meeting/Special Election of the PAC provided advance written notice of the proposed changes and/or amendments at least thirty (30) days prior to the Meeting/Election has been (i) noted on the School website; (ii) noted in the School newsletter; and (iii) stated in notice mailed by first class mail to the Primary Address of Records of the parent or legal guardian as determined in accordance with these Bylaws.

ARTICLE VI

SCHOOL POLICY, DISCIPLINE, NON-PROFIT PURPOSES

SECTION 1. ECCLESIASTICAL TRIBUNAL

The highest ecclesiastical tribunal within this School shall be the Board of Directors of the Corporation. The Board of Directors shall be the express and final arbiter of ecclesiastical polity, doctrine, school discipline, and questions of school property, and shall make the final decision with respect to any other matter which shall arise

concerning the School, its internal workings, and its governance in every respect. The Board in its acts under this section, and in deciding any dispute or issue hereunder, shall use the standards of: (1) The best financial and operating interests of the Corporation in light of the Holy Bible and the tenets of faith of this School; and (2) The furtherance of the religious purposes of the Corporation as they shall be apparent to the Directors according to the teachings of the Holy Bible. This Section 1 of Article VI of the Bylaws may not be altered or amended except by a two-thirds $2/3$ majority vote of the Directors after approval by the PAC as provided in Article V, Section 5. The Holy Bible referred to in these Bylaws is the King James Version of the Old and New Testaments of the Christian faith, or any later translation which may be adopted or used by the Board from time to time.

SECTION 2. SCHOOL DISPUTES AND DISCIPLINE.

In any case where a dispute or question regarding ecclesiastical polity, religious doctrine, governance of the School, or School property arises concerning any student, parent, employee, volunteer, visitor and/or other person who is associated with or associates himself with the operations and functions of the School, said dispute shall be referred to the School Administrator for review and action. Any dispute may be referred directly to the Board by the Administrator. Decisions may be appealed to the Board of Directors upon written request, in which event, the Board of Directors shall decide any such dispute or question by majority vote, whether such dispute shall be between two or more persons attending any functions and/or events held by the Corporation, between any number of such persons and any Officer or Director of the Corporation, or between any number of such persons and the Corporation.

Any person deemed by the Board of Directors of the Corporation to: (1) pose a physical or psychological threat to any person or to the Corporation; (2) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the School; or (3) be causing, about to cause, or capable of causing disruption to the religious teachings, operations, functions or other activities of the School; shall be considered a trespasser on School property and may be ejected summarily. No Director shall incur any liability for acting in the interests of the Corporation pursuant to this Section.

The Board of Directors may take any action it shall deem necessary according to the teachings of the Holy Bible with respect to any student, parent, employee, volunteer and/or visitor, or other person who may associate himself and/or is associated with the functions and operations of the School or who may seek to avail himself or herself of the services, ministry or outreaches of the School. Such action may include, but is not limited to, suspension of the right, temporarily or permanently, to attend the events and/or activities of the School. Reasons for such action may include, but are not limited to, strife, rebellion, gossip, backbiting, and in general, other displays of pride and intractability with regard to School teaching and authority or any other conduct not in accord with the teachings of the Holy Bible. The School provides instruction in the teachings of the Holy Bible to those who wish to follow the particular doctrines espoused by this School. Persons who wish to follow other doctrines espoused by other private religious schools may do so at any time, and the Board feels that the appropriate place for such activity is at such other schools, in order to preserve the unity of this School according to the precepts of the Holy Bible.

SECTION 3. NONPROFIT RELIGIOUS PURPOSES.

HUMBLE CHRISTIAN SCHOOL, a Corporation, is a school, and in addition operates or may operate a school, a publishing division, a division which distributes charitable merchandise, and other divisions which further the religious and educational purposes of the Corporation.

The property of the Corporation is irrevocably dedicated to nonprofit religious and educational purposes. No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, or to any other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the nonprofit religious and educational purposes of the Corporation.

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office. Upon the winding up and dissolution of the Corporation, the Board of Directors shall, after paying or adequately providing for all the debts, obligations, and liabilities of the Corporation, distribute the remaining assets of the Corporation exclusively for the nonprofit religious and educational purposes of the Corporation in such manner as the Board of Directors shall in its sole discretion determine, or shall distribute the remaining assets of the Corporation to such organization or organizations which are organized and operated exclusively for the nonprofit religious and educational purposes of the Corporation and which are tax exempt

under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the "Code", as the Board of Directors in its sole discretion shall determine.

In furtherance of its religious and educational nonprofit tax-exempt purposes, the Corporation shall have the following powers and authority:

- (a) To do all acts, perform all functions, and carry on all activities permitted by the nonprofit and educational corporation laws of the State of Texas, or of any other State in which the Corporation is qualified to act.
- (b) To have and exercise all powers and rights enjoyed by corporations generally in the State of Texas, and in any State in which the Corporation is qualified to act, as long as the exercise of such powers is not specifically prohibited for nonprofit religious school corporations.
- (c) To use all media, whether now known or hereafter discovered, including but not limited to, print, television, and radio.
- (d) To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the Corporation is established, namely to establish and operate a school or schools for the daily instruction of children and adults in such curricular as may be adopted by the Board of Directors in such grades, class divisions and subjects, and for such fees, tuitions or compensation for the Corporation as may be determined by the Board of Directors, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious and educational organization as set forth in Section 501(c)(3) of the Code. Further, believing that it is the duty and privilege of Christians to provide

Christian education for children, and believing that this can best be accomplished by concerted action, the purpose of the School shall be to maintain a school for the daily instruction of children with such instruction to be in accordance with the Statement of Faith of the School and directed toward the end that the School's students may occupy their places worthy in society, the Church, the state, and to the glory of God.

- (e) Notwithstanding any other provisions of the Articles or these Bylaws, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the nonprofit religious and educational purposes of the Corporation, and the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or under the corresponding section of any future United States revenue law ;or (b) by a corporation, contributions to which are deductible under 170(b)(1)(A)(i) of the Code, or the corresponding section of any future United States revenue law.

ARTICLE VII

PARENTS, AND PARENTAL COMMITTEES, BOARD OF ADVISORS AND THE PARENTAL ADVISORY COMMITTEE ("PAC")

SECTION 1. PARENTS AND PARENTAL COMMITTEES OTHER THAN THE PARENTAL ADVISORY COMMITTEE.

Parents (including legal guardians) and parental committees may be chosen by the Board of Directors from those whose children are currently attending the School and who meet the Scriptural qualifications therefore. Parents and parental committees shall serve at the pleasure of the Board, and shall carry out duties in the School as they are directed by the Board. Such duties may include, but are not limited to, determining and reviewing curriculum, reviewing and approving extra-curricular activities, encouragement and development of spiritual gifts and ministries in the School, and assistance in the review of financial, administrative and other policies of the School. The number and term of office of Parents and those who serve on such parental committees shall be set by the Board of Directors. Neither Parents, nor those who serve on certain Parental Committees shall have any vote on the Board of Directors by virtue of being on any such committee.

SECTION 2. BOARD OF ADVISORS.

A Board of Advisors may be appointed by the Board of Directors, and shall serve at the pleasure of the Board of Directors. Advisors shall give advice and counsel as requested by the Board of Directors, but such advice and counsel shall not be binding on the Board of Directors. Advisors shall not have any vote on the Board of Directors.

SECTION 3. PARENTAL ADVISORY COMMITTEE (“PAC”)

A special committee called the “Parental Advisory Committee” (PAC) shall be formed. Every parent or legal guardian of a student duly registered in the School shall be eligible to participate in all the privileges and duties afforded members of this PAC. Eligibility shall remain in full force provided the parent or legal guardian’s student remains in good standing in all respects with the School. Good standing status shall include, but not necessarily be limited to, the student’s account being fully paid and

considered as “current status” within thirty 30days of the election, and the student’s account must not be in arrears for past years.

Only a parent or legal guardian of a currently attending student, current employee of the School, or a Board of Director of the School may vote on the PAC.

Every teacher and staff member shall be an ex officio member of this Committee with full rights and privileges of the committee. The rights and privileges shall be limited to the following:

a. The PAC shall be the sole source of voting for Candidates to win a seat on the Board of Directors and shall nominate Nominees for the Board of Directors in accordance with the provisions of these Bylaws.

b. The PAC shall have exclusive rights to cast votes for Candidates to be elected to the Board of Directors.

c. The PAC shall have exclusive rights to vote in order to approve any and all adoptions, amendments, repeals and/or dissolutions to the Articles of Incorporation and/or the Bylaws for the School by a two-thirds (2/3) majority vote and as further described in Article V, Section 5.

d. The School’s legal corporate Secretary shall be responsible for keeping a current list of all members of the PAC, eligible to vote in matters reserved to the PAC’s voting authority. This list shall be kept current at all times and on record in the School’s corporate office.

The Board of Directors shall be responsible for the PAC’s actions. Concerns regarding specific actions of the Board of Directors in general or a specific member of the Board of Directors shall be forwarded to the President for review and action by the

Board of Directors, if warranted. Sole recourse against the Board of Directors in general or a specific Director for actions or concerns shall be through the election process by the PAC.

ARTICLE IX

OTHER SCHOOLS TO BE ESTABLISHED SCHOOL POLICY

SECTION 1. SCHOOLS TO BE ESTABLISHED.

The Board of Directors may establish the following additional schools, whether accredited or otherwise:

1. A Bible School, including a curriculum of prescribed studies leading to ministerial credentialization.
2. A second, and/or additional Christian elementary and/or high school in other locations.
3. A Christian daycare center.
4. Any other school or teaching facility in accordance with these Bylaws.

SECTION 2. INCORPORATION EXEMPTION.

All schools established by the Corporation shall be divisions of the Corporation and shall not be separately incorporated, except on the advice of counsel to the Corporation in a memo accepted by the Board of Directors.

All schools established by the Corporation shall share the Federal tax exemption of the School, and shall be operated in all respects in compliance with the rules and regulations of the Code applicable to such exemption.

SECTION 3. RELEASES.

Releases of liability by the Corporation shall be obtained for outings, fields trips, sports, spankings, and other activities involving risk of injury carried on by schools which are part of the Corporation on forms approved by the Board of Directors and counsel to the Corporation.

SECTION 4. REGULATIONS.

The Board of Directors shall examine the application of local laws and regulations, including, but not limited to, building codes, fire codes, zoning regulations, and health and safety regulations, and any State laws relating to schools, before beginning classes.

SECTION 5. TUITION PAYMENT POLICIES AND REFUNDS.

The Board may refuse to receive into or retain in the schools any child or children whose tuition, being due, has not been paid in full. Any tuition refunds given by any school operated by the Corporation shall be based on actual costs and expenses experienced by the school.

SECTION 6. NON-DISCRIMINATORY POLICY.

Every school established by the Corporation shall adhere to the following nondiscriminatory policy:

Any school operated by the Corporation shall admit students of any race, color, national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. The school shall not discriminate on the basis of race, color, national or ethnic origin in the administration of its educational

policies, admissions policies, scholarship and loan programs, athletic or any other programs administered by the school.

This non-discriminatory policy shall be disseminated to every community served by any school operated by the Corporation.

Each school established by the Corporation shall maintain the following records for at least 3 years:

- a. Records indicating the racial composition of the student body, faculty, and administrative staff for each academic year.
- b. Records sufficient to document that scholarship and other financial assistance is awarded on a racially non-discriminatory basis.
- c. Copies of all brochures, catalogues, and advertising dealing with student admissions, programs, and scholarships. Any school advertising nationally or in a large geographic segment or segments of the United States need only maintain a record sufficient to indicate when and in what publications its advertisements were placed.
- d. Copies of all materials used by or on behalf of the school to solicit contributions.

SECTION 7. SUSPENSION AND EXPULSION POLICIES.

The Board may set policy from time to time as concerns guidelines, internal rules and regulations and the appropriate procedural steps to follow as to suspension and expulsion of students. Such guidelines and internal rules to be established shall include grounds for such action, the staff members approved to make determinations and final

decisions as to such matters, the policies for length of time for such suspensions and/or expulsions and student conduct which warrants such actions. The Board may expel from the School any child whose conduct is detrimental to the Christian education of the other children and whose behavior is not in line with the religious teachings of the School. If a child is expelled, the Board shall refund the unused portion of tuition, if any, on a prorated basis.

ARTICLE X

STAFF

SECTION 1. STAFF APPOINTMENTS BY THE BOARD.

All salaried staff members shall be appointed by the Board after careful consideration of their spiritual, academic, and physical qualifications. They shall be appointed for such terms, compensation and other conditions except as herein expressly provided as the Board may determine.

SECTION 2. STAFF AGREEMENT WITH STATEMENT OF FAITH

All salaried staff members must declare their unconditional agreement with the religious doctrine, spiritual teachings and Christian faith of which the School has formally adopted. In addition, they must agree in writing, by signing a statement acknowledging their understanding of the School's Statement of Faith. They must be scripturally sound in their teaching and must lead exemplary lives, evidenced by their

agreement to sign a written statement upon hire, verifying their agreement to abide by the Statement of faith, as well as a Christian “Code of Conduct” as examples to the students they teach and others in the community whom they influence.

All salaried staff members shall be under individual employment contracts with the School. The Board reserves the right to dismiss a staff member who proves to be unfit for the work because his instruction or personal life conflicts with the Statement of Faith, Christian “Code of Conduct”, religious doctrine and/or other Educational Principles of the School.