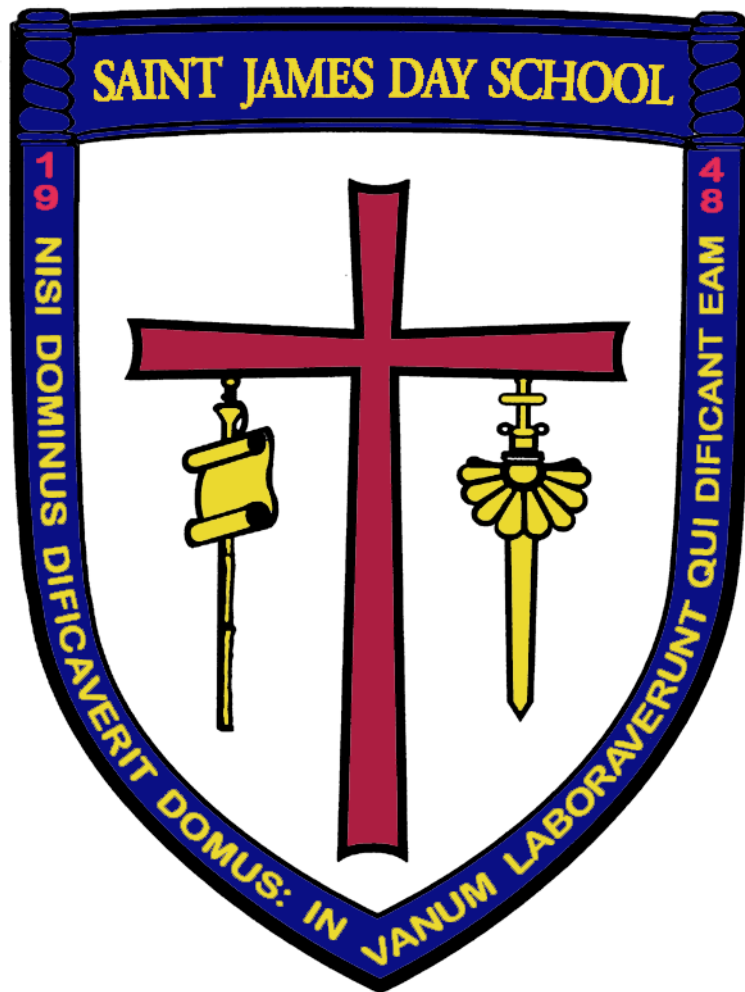


# St. James Day School



# BYLAWS

**New Bylaws 2006**

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# **BYLAWS** **OF** **ST. JAMES DAY SCHOOL**

These Bylaws (referred to as the “Bylaws”) govern the affairs of St. James Day School, a nonprofit corporation (referred to as the “Corporation”) organized under the Texas Business Organization Code (referred to as the “TBOC”).

## **ARTICLE 1**

### **OFFICES**

1.01. Principal Office. The principal office of the Corporation in the State of Texas shall be located at 5501 State Line Avenue, Texarkana, Texas. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Trustees may determine. The Board of Trustees may change the location of any office of the Corporation.

1.02. Registered Office and Registered Agent. The Corporation shall comply with the requirements of the TBOC and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board of Trustees may change the registered office and the registered agent in the manner prescribed by applicable state law.

## **ARTICLE 2**

### **BOARD OF TRUSTEES**

2.01. Management of the Corporation. The affairs of the Corporation shall be managed by the Board of Trustees.

2.02. Deeds from Episcopal Diocese of Dallas. In accordance with the provisions of that certain Deed from the Episcopal Diocese of Dallas to St. James Day School, dated May 30, 1953, and recorded in the Deed Records of Bowie County, Texas, in Volume 304, Page 158, and that certain Deed from the Episcopal Diocese of Dallas to St. James Day School, dated November 8, 1971, and recorded in the Deed Records of Bowie County, Texas, in Volume 537, Page 320, the following language is included in these Bylaws: “The Board of Trustees of St. James Day School, Texarkana, Texas, shall be composed of members of whom half the number at least shall be communicants of the Episcopal Church, and in addition thereto the Rector and Church Wardens at St. James Church, Texarkana, shall be ex officio members of the Board of Trustees of St. James Day School.”

2.03. Number and Qualifications. The number of Trustees shall be a number determined by the Board of Trustees that is not less than nine (9) and not greater than fifteen (15), excluding the non-voting ex-officio members described in Section 2.04 below. Trustees need not be residents of Texas. No employee of the Corporation shall be a member of the Board of Trustees. The composition of the Board shall represent parents of children currently enrolled, community leaders, and educators.

2.04. Ex-Officio Members. The ex-officio members of the Board shall consist of the following individuals: the Rector of St. James Episcopal Church; the Wardens of St. James Episcopal Church; and the President of the St. James Day School Parents’ Club. The Rector of St. James Episcopal

Church and the Parents' Club President shall have full voting privileges. The other ex-officio members shall be entitled to participate in the deliberations of the Board but shall have no vote unless any such person shall then be serving a term as a duly elected member of the Board.

2.05. Term of Office. Each Trustee (other than ex-officio members of the Board) shall serve for a term of three years. No person (other than the immediate Past President of the Board) shall hold office as an elected Trustee for more than two consecutive three-year terms (or any portion of a three-year term if less than the full three years is served) without and until the passage of at least one year. The immediate Past President of the Board shall automatically remain as a member of the Board for one year after his term as President regardless of the term limits set forth herein.

2.06. Election of Trustees. A person who meets the qualification requirements to be a Trustee and who has been duly nominated may be elected as a Trustee. All Trustees shall be elected from nominees submitted by the Board committee or representatives of the Board given that responsibility or by persons nominated from the floor. Trustees shall be elected by the vote of the Board of Trustees.

2.07. Vacancies. Any vacancy occurring in the Board of Trustees, and any Trustee position to be filled due to an increase in the number of Trustees, shall be filled by the Board of Trustees at its discretion. A vacancy is filled by the affirmative vote of a majority of the remaining Trustees, even if it is less than a quorum of the Board of Trustees, or if it is a sole remaining Trustee. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

2.08. Regular Meetings. The Board of Trustees shall meet a minimum of once every three (3) months and may provide for regular meetings by resolution stating the time and place of such meetings. Absent such a resolution, regular meetings of the Board shall be held at the time and place specified by the President of the Board. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's registered office in Texas if not otherwise specified.

2.09. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or one-third (1/3) of the members of the Board of Trustees. A person or persons authorized to call special meetings of the Board of Trustees may fix any place within or without Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting, and no business other than that referenced in the notice may be conducted at the special meeting. The Secretary shall give notice to the Trustees as required by the Bylaws.

2.10. Notice. Notice of any meeting of the Trustees, if required, shall be given at least five (5) days prior thereto in a manner prescribed by these Bylaws. The notice shall state the place, day and time of the meeting.

2.11. Quorum. A majority of the number of Trustees then in office (excluding non-voting ex-officio members) shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. The Trustees present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Trustees leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of a least a simple majority of the number of Trustees required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Trustees present may adjourn and reconvene the meeting one time without further notice.

2.12. Duties of Trustees. Trustees will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Trustees, Trustees may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A Trustee is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Trustees are not deemed to have the duties of Trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

2.13. Actions of Board of Trustees. The Board of Trustees shall try to act by consensus. However, the vote of at least a simple majority of the number of Trustees present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Trustees unless the act of a greater number is required by law or these Bylaws. A Trustee who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Trustees. For the purpose of determining the decision of the Board of Trustees, a Trustee who is represented by proxy in a vote is considered present.

2.14. Actions Requiring Vote of Two-Thirds of Members. The vote of two-thirds (2/3) of the members of the Board shall be required to take any of the following actions:

- (a) Amend the Certificate of Formation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation.
- (d) Borrow money on behalf of the Corporation.
- (e) Authorize the voluntary dissolution of the Corporation.
- (f) Revoke proceedings for the voluntary dissolution of the Corporation.
- (g) Adopt a plan for the distribution of the assets of the Corporation.
- (h) Amend, alter or repeal the Bylaws.
- (i) Employ a new Head of School or terminate a Head of School.
- (j) Approve any transactions to which the Corporation is a party and that involve a potential conflict of interest as defined in Section 6.04 below.

2.15. Proxies. A Trustee may vote by proxy executed in writing by the Trustee. No proxy shall be valid after three months from the date of its execution.

2.16. Delegating Duties. Trustees may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The Trustees have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Trustees may remove or replace the advisor at any time and without any cause whatsoever.

2.17. Interested Trustees. Contracts or transactions between Trustees or officers who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Trustee or officer is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Trustee with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested Trustees or other group with the authority to authorize the transaction.

2.18. Compensation. Trustees shall not receive salaries for their services. The Board of Trustees may adopt a resolution providing for payment to Trustees of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board of Trustees. A Trustee may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Trustee shall be commensurate with the services performed and reasonable in amount.

2.19. Removal of Trustees. The Board of Trustees may vote to remove a Trustee at any time without cause. A meeting to consider the removal of a Trustee may be called and noticed following the procedures provided in these Bylaws. The notice of the meeting shall state that the issue of possible removal of the Trustee will be on the agenda. The Trustee shall have the right to present evidence at the meeting as to why he or she should not be removed. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Trustee. A Trustee may be removed by the affirmative vote of a majority of the Board of Trustees.

## **ARTICLE 3**

### **OFFICERS**

3.01. Officer Positions. The officers of the Corporation shall be the President, the immediate Past President, the President-Elect, a Secretary and a Treasurer. All officers of the Corporation shall be members of the Board of Trustees. The immediate Past President of the Board shall automatically remain as a member of the Board for one year after his term as President regardless of the term limits set forth in Section 2.05 above. The Board of Trustees may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of President and Secretary.

3.02. Election and Term of Office. The officers of the Board of Trustees shall be elected annually by the Board of Trustees at a regular meeting of the Board. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

3.03. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees without cause. The removal of an officer shall be without prejudice to contract rights, if any, of the officer.

3.04. Vacancies. A vacancy in any office may be filled by the Board of Trustees for the unexpired portion of the officer's term.

3.05. President. The President shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Trustees and shall be an ex-officio member of all committees. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Trustees has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Trustees, the Bylaws, or statute. The President shall perform other duties prescribed by the Board of Trustees and all duties incident to the office of President.

3.06. President-Elect. When the President is absent, is unable to act, or refuses to act, the President-Elect shall perform the duties of the President. When the President-Elect acts in place of the President, the President-Elect shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform other duties as assigned by the President of the Board of Trustees.

3.07. Treasurer. The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Trustees or President.
- (d) Write checks and disburse funds to discharge obligations of the Corporation.
- (e) Maintain the financial books and records of the Corporation.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the President or by the Board of Trustees.
- (h) If required by the Board of Trustees, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Trustees.

In the event that the Corporation shall have in its employ an individual who performs any one or more of these duties, the Treasurer shall supervise such employee and make reasonable efforts to ensure that all of these duties are properly performed.

3.08. Secretary. The Secretary shall:

- (a) Give all notices as provided in the Bylaws or as required by law.
- (b) Take minutes of the meetings of the Board of Trustees and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Corporation.
- (d) Affix the seal of the Corporation to all documents as authorized.
- (e) Keep a register of the mailing address of each Trustee, officer, and employee of the Corporation.
- (f) Perform duties as assigned by the President or by the Board of Trustees.
- (g) Perform all duties incident to the office of Secretary.

#### **ARTICLE 4**

#### **HEAD OF SCHOOL**

The Board shall employ a Head of School for such period of time and upon such terms and conditions as the Board may determine. Subject to the direction of the Board of Trustees and the President, the Head of School shall manage the business and affairs of the Corporation and shall see that all orders, resolutions, and policies of the Board are carried into effect. The Head of School shall have such powers and duties as may be delegated to him by the Board of Trustees or the President, including the authority to employ, supervise, and discharge employees of the Corporation. The Head of School shall be responsible for the day-to-day operations of the Corporation with such powers, rights and authority as may be necessary or advisable to carry out his duties.

#### **ARTICLE 5**

#### **COMMITTEES**

5.01. Establishment of Committees. The Board of Trustees may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include two or more Trustees and may include persons who are not Trustees. If the Board of Trustees delegates any of its authority to a committee, the majority of the committee shall consist of Trustees. The Board of Trustees may establish qualifications for membership on a committee. The Board of Trustees may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Trustees. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Trustees to:

- (a) Amend the Certificate of Formation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.

- (c) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter or repeal the Bylaws.
- (h) Elect, appoint or remove a member of a committee or a Trustee or officer of the Board of Trustees or of the Corporation.
- (i) Approve any transactions to which the Corporation is a party and that involve a potential conflict of interest as defined in Section 6.04 below.
- (j) Take any action outside the scope of authority delegated to it by the Board of Trustees.

5.02. Appointment and Term of Office. The President of the Board of Trustees, in consultation with the other officers of the Corporation, shall appoint the members of each committee unless a different method of appointment is mandated by the committee=s authorizing resolution. Each member of a committee shall continue to serve on the committee until the end of the current fiscal year of the Corporation or until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

5.03. Chairman. One member of each committee shall be designated as the chairman of the committee. The chairman shall be appointed by the President of the Board and shall be a member of the Board of Trustees. The chairman shall call and preside at all meetings of the committee.

5.04. Notice of Meetings. Notice of any meeting of a committee, if required, shall be given at least five (5) days prior thereto in a manner prescribed by these Bylaws. The notice shall state the place, day and time of the meeting.

5.05. Quorum. A majority of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

5.06. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or these Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

5.07. Proxies. A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after three (3) months from the date of its execution.

5.08. Compensation. Committee members shall not receive salaries for their services. The Board of Trustees may adopt a resolution providing for payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

5.09. Rules. Each committee may adopt rules for its own operation not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

## ARTICLE 6

### TRANSACTIONS OF THE CORPORATION

6.01. Contracts. The Board of Trustees may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

6.02. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies or other depositories that the Board of Trustees selects.

6.03. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Board of Trustees may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Certificate of Formation, state law and any requirements for maintaining the Corporation's federal and state tax status.

6.04. Potential Conflicts of Interest. The Corporation shall not make any loan to a Trustee or officer of the Corporation. A Trustee, officer or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the Bylaws, Certificate of Formation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Trustee, officer or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Trustee, officer or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Trustees, not including the vote of any person having a personal interest in the transaction.

6.05. Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Board of Trustees, no Trustee, officer or committee member of the Corporation shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.

- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE 7**

### **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Certificate of Formation, and any certificates of amendment, restated certificates, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees.
- (d) A list of the names and addresses of the Trustees, officers and any committee members of the Corporation.
- (e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three (3) most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Corporation for the three (3) most recent fiscal years.
- (g) All rulings, letters and other documents relating to the Corporation's federal, state and local tax status.
- (h) The Corporation's federal, state and local information or income tax returns for each of the Corporation's three (3) most recent tax years.

## ARTICLE 8

### INDEMNIFICATION

#### 8.01. When Indemnification is Required, Permitted and Prohibited.

(a) The Corporation shall indemnify a Trustee, officer, committee member, employee or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purpose of this article, an agent includes one who is or was serving at the request of the Corporation as a Trustee, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

(b) The termination of a proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation shall pay or reimburse expenses incurred by a Trustee, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Trustee, officer, committee member, employee or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Section 8.01(a) above.

(e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Corporation or one or more Trustees; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(f) If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

8.02. Extent and Nature of Indemnity. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

8.03. Procedures Relating to Indemnification Payments.

(a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Section 8.03(c) below. The Corporation may make these determinations and decisions by any one of the following procedures:

- (i) Majority vote of a quorum consisting of Trustees who, at the time of the vote, are not named defendants or respondents in the proceeding.
- (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Trustees, designated to act in the matter by a majority vote of all Trustees, consisting solely of two or more Trustees who at the time of the vote are not named defendants or respondents in the proceeding.
- (iii) Determination by special legal counsel selected by the Board of Trustees by vote as provided in Section 8.03(a)(i) or 8.03(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Trustees.

(b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Section 8.03(a)(iii) above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, the Bylaws, or a resolution of members or the Board of Trustees that requires the indemnification permitted by Section 8.01 above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 8.03(a) above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

## **ARTICLE 9**

### **NOTICES**

9.01. Manner of Notice. Any notice required or permitted by the Bylaws to be given to a Trustee, officer or member of a committee of the Corporation may be given by written notice delivered personally or sent by mail, overnight delivery service, facsimile/telecopier transmission or electronic transmission to each Trustee, officer, or committee member at his or her physical address, facsimile/telecopier number, or electronic address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by overnight delivery service, such notice shall be deemed to be delivered when deposited with the overnight delivery service properly packaged and addressed with delivery cost prepaid or billed to the Corporation's account. If notice is given by facsimile/telecopier transmission or electronic transmission, such notice shall be deemed to be delivered on the date of transmission as evidenced by a printed or electronic confirmation that the transmission was successful. A person may change his or her physical address, facsimile/telecopier number, or electronic address by giving written notice to the Secretary of the Corporation.

9.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

9.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE 10**

### **SPECIAL PROCEDURES CONCERNING MEETINGS**

10.01. Meeting by Telephone. The Board of Trustees and any committee of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

10.02. Decision without Meeting. Any decision required or permitted to be made at a meeting of the Board of Trustees or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.

10.03. Voting by Proxy. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to

exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the Secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the Secretary or other designated officer.
- (b) The proxy authority expires under the terms of the proxy.
- (c) The proxy authority expires under the terms of the Bylaws.

## ARTICLE 11

### AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of a two-thirds (2/3) of the Board of Trustees. The notice of any meeting at which the Bylaws are proposed to be altered, amended or repealed, or at which new bylaws are proposed to be adopted, shall include the text of the proposed bylaw provisions as well as the text of any existing provision proposed to be altered, amended or repealed. Alternatively, the notice may include a fair summary of those provisions.

## ARTICLE 12

### MISCELLANEOUS PROVISIONS

12.01. Chaplain. In accordance with the Deeds from the Diocese of Dallas referenced in Section 2.02 above, the Chaplain of St. James Day School shall be approved by the Bishop of the Diocese of Dallas.

12.02. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

12.03. Legal Construction. If any bylaw provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws.

12.04. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

12.05. Trustee and Director. The terms "Trustee" and "Director" shall be interchangeable and deemed to have the same meaning for purposes of the Certificate of Formation, these Bylaws and all other documents binding the Corporation.

12.06. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

12.07. Seal. The Board of Trustees may provide for a corporate seal.

12.08. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

12.09. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Trustees, officers, committee members, employees and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.

### **CERTIFICATE OF SECRETARY**

I certify that I am the duly authorized and acting Secretary of St. James Day School, and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Trustees held on April 18, 2006, to be effective July 1, 2006.

Dated: April 18, 2006

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Martha Norton,  
Secretary





























