

**TRINITY SCHOOLS, INC.
AMENDED AND RESTATED CORPORATE BYLAWS
AS OF AUGUST 15, 2024.**

**ARTICLE I
NAME**

The name of this corporation is Trinity Schools, Inc. (the “Corporation” or “Trinity Schools”).

**ARTICLE II
PURPOSE, MISSION, AND VISION**

Section 2.1 Purpose. The purpose of the Corporation is to found and operate Christian schools as not-for-profit enterprises, foster scholarly work, sponsor conferences and colloquia, and publish scholarly works. The Corporation also has such powers as are now or may later be granted by the General Not-for-Profit Corporation Act of the State of Indiana. It shall be the policy of the Corporation and its board of trustees (the “Board of Trustees” or the “Board”) not to discriminate in admissions and hiring practices in violation of the law.

Section 2.2 Mission. The educational mission of Trinity Schools is to impart basic ordered knowledge about the world and to train students in basic intellectual skills and qualities of mind so that they might be of use to God in the wise care and governance of his creation and in the building of his kingdom. We accomplish this by establishing a culture marked by the discovery of truth, the practice of goodness, the creation of beauty, and the development of intellectual and aesthetic habits of mind. Trinity School is a community of learners characterized by the rigorous exploration of reality, the free and disciplined exchange of ideas, and active participation in the fine arts.

Section 2.3 Vision. Trinity School was founded in 1981 by the People of Praise, the Christian ecumenical community headquartered in South Bend, Indiana. The fundamental elements of the Trinity School mission derive from the seminal work that the People of Praise community established in 1981. Although the two organizations operate as separate legal entities, Trinity Schools operates in accordance with the educational vision of the People of Praise, as expressed in the *Spirit and Purpose of the People of Praise* (©1986):

“[W]e wish to educate children in a true and integral Christian humanism. To this end we establish schools, as well as provide retreats and seminars for youth. We want to be involved in all that is good in the culture of the world, knowing that science, art and music are means of human refinement and that industry and commerce are means of human service. This implies a certain unique cultural development in the People of Praise which we wish to transmit to our children—Christian concepts of freedom and the ascendancy of the spirit in mankind.”

ARTICLE III OFFICES

The Corporation shall have and continually maintain within the State of Indiana a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or outside the State of Indiana as the Board of Trustees may determine.

ARTICLE IV BOARD OF TRUSTEES

Section 4.1 General Powers. The affairs of the Corporation shall be managed by its Board of Trustees. The Board's primary duties include the hiring and evaluation of the president of Trinity Schools, the setting of general institutional policies, strategic planning, overseeing fundraising, reviewing and approving budgets, and ensuring that the mission of the Corporation is accomplished.

Section 4.2 Number. The Board of Trustees shall consist of no less than three and no more than fifteen voting members.

Section 4.3 Term of Office of Trustees. All newly elected Board members shall serve for a term of three years beginning on July 1, subject to the exceptions contained in this Section. Following the first term of service, trustees may be re-elected to serve a second and a third three-year term. No trustee may be elected to a term beyond the third consecutive full term without first having been off the Board for at least one year, except for the president of Trinity Schools, who serves as an ex officio, non-voting member of the Board. The Board shall be divided into staggered classes so that the terms of approximately one-third of the voting trustees shall expire each year, and the Board may shorten a trustee's initial term to be less than three years to better achieve division into staggered classes. In the event that a voting trustee does not complete his or her term on the Board, a new trustee may be elected to fill out the unexpired term, and then that trustee is eligible to be elected for up to three full consecutive terms as above.

Section 4.4 Qualifications. Personal qualifications for membership on the Board of Trustees include, but are not limited to: educational qualifications, long-term connection with Trinity Schools, expertise in areas that would assist the Board in furthering the Trinity Schools mission, and understanding of and support for the Christian educational mission of Trinity Schools. The pool from which new trustees shall come shall be the covenant members of the People of Praise Christian community.

Section 4.5 Election. Trustees shall be elected to the Board of Trustees by vote of a majority of the total number of voting members of the Board of Trustees, during any regular or special meeting of the Board of Trustees at which a quorum is present; provided that at least five days' written notice is given of intention to elect a trustee or trustees at such meeting.

Section 4.6 Annual Meeting. The annual meeting of the Board of Trustees shall be held in June of each year, or at such other time as the Board may approve, for the purpose of electing trustees,

electing officers, and transacting such other business as may come before the meeting. If, for any reason, such annual meeting shall not be held during the month of June, the Board shall cause the annual meeting to be held as soon after the month of June as the Board determines is convenient. Nothing in this Section shall require the Board to elect one or more trustees at its annual meeting or shall preclude the Board from electing trustees at a regular or special meeting of the Board in lieu of electing trustees at the annual meeting.

Section 4.7 Regular Meetings. Regular meetings of the Board of Trustees shall be held at least four times per year (with the annual meeting constituting one such regular meeting) at such time and place as may be determined by resolution of the Board or by written consent of the trustees.

Section 4.8 Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the chair or any two voting members of the Board. The person or persons calling such a meeting may fix any place as the place for holding any special meeting of the Board called by them.

Section 4.9 Place of Meetings, Mode. The place of any meeting of the Board of Trustees may be either within or outside the State of Indiana. Members of the Board of Trustees or any committee designated by the Board of Trustees, including the executive committee, may participate in a meeting of the Board or such committee by means of conference telephone or video communication or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such a meeting.

Section 4.10 Notice. Notice of any special meeting of the Board of Trustees shall be given at least five days in advance by written notice delivered personally or sent by mail or electronic communication to each member of the Board at his or her address as shown by the records of the Corporation. Unless otherwise restricted by law, if mailed, such notice shall be deemed to be delivered on the earlier of (1) the date received; or (2) five business days after the notice is deposited in the United States Mail or with a commercial delivery service in a sealed envelope so addressed, with postage prepaid. If notice is given by electronic means, such notice shall be deemed to be delivered when the notice is sent, unless otherwise restricted by law. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such meeting, unless specifically required by law, the Articles of Incorporation, or these bylaws.

Section 4.11 Waiver of Notice. Any member of the Board may waive notice of any meeting, by either (1) attending the meeting (subject to the exception described in this Section); or (2) waiving notice in writing. The attendance of a member at any meeting shall constitute waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given under the provisions of the General Not-for-Profit Corporation Act of Indiana, the Articles of Incorporation, or under any provision of the Corporation's bylaws, a waiver of notice provided in writing by the person or persons entitled to such notice, whether before or after the time of the event for which notice is required to be given, shall be deemed equivalent to the giving of such notice.

Section 4.12 Quorum. A majority of the voting members of the Board immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum shall not be present at such meeting, a majority of the voting members of the Board present may adjourn the meeting without further notice until a quorum shall be present.

Section 4.13 Manner of Action. The act of a majority of the voting members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these bylaws.

Section 4.14 Informal Action. Unless otherwise restricted by law, the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Trustees or of any Board committee may be taken without a meeting, if (1) a written consent to the action is provided by all the voting members of the Board or by all the members of such committee, as the case may be; and (2) such written consent is filed with the minutes of proceedings of the Board or of such committee.

Section 4.15 Removal. Any member of the Board may be removed at any regular or special meeting of the Board by an affirmative vote of two-thirds of the voting members of the Board of Trustees whenever, in their judgment, the best interest of the Corporation would be served by doing so, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The member being removed shall be notified of the meeting at which the removal action will be taken, and the specific charges against him or her, at least five days prior to the meeting.

Section 4.16 Vacancies. The Board of Trustees may fill any vacancy occurring in the Board of Trustees at any regular or special meeting.

Section 4.17 Compensation. Members of the Board as such shall not receive any compensation for their services as trustees, other than reimbursement for actual expenses reasonably incurred in attending meetings, and for other such actual expenses reasonably incurred in connection with the business and actions of the Corporation. However, nothing in these bylaws shall be construed to preclude any trustee from serving the Corporation in any other capacity and receiving compensation in that other capacity, provided that the compensation has been approved in advance by the Board, and if the material facts of the compensation and the trustee's interests are disclosed, and the disinterested trustees in good faith reasonably believe that the compensation is fair to the Corporation and is in the best interests of the Corporation, in accordance with the Corporation's Conflict of Interest Policy.

Section 4.18 Presumption of Assent. A trustee of the Corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her recusal or dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written recusal or dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting or shall forward such recusal or dissent by registered mail or electronic mail to the

secretary of the Corporation immediately after the adjournment of the meeting. Such right to recusal or dissent shall not apply to a trustee who voted in favor of such action.

ARTICLE V
CONFLICT OF INTEREST POLICY

Section 5.1 Duty to Corporation. The Board of Trustees affirms that the trustees, members of a committee with Board-delegated powers, and officers of the Corporation have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the Corporation. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the Corporation. Where a potential conflict of interest exists, it shall be the duty of the person involved or any other person with knowledge to notify the Board of Trustees of the circumstances resulting in the potential conflict so that the Board of Trustees can provide such guidance and take such action as it shall deem appropriate, in accordance with this Conflict of Interest Policy. Throughout this Article, the term “Interested Person” shall mean any trustee, member of a committee with Board-delegated powers, or officer, who has a direct or indirect interest that may conflict with the interests of the Corporation, under the circumstances set forth in Section 5.3 of this Article.

Section 5.2 Annual Review of Policy. Trustees, members of a committee with Board-delegated powers, and officers of the Corporation must annually sign a Conflict of Interest Policy Review and Agreement Form.

Section 5.3 Areas of Potential Conflict of Interest. Areas of potential conflict of interest are:

5.3.1 Financial Interest.

- (A) Ownership by the Interested Person directly or indirectly (through business, investment, or family) of a material financial interest in any business or entity (1) from which the Corporation obtains goods or services; or (2) that is a competitor of the Corporation.
- (B) Competition by the Interested Person, directly or indirectly (through business, investment, or family), with the Corporation in the purchase or sale of property or any property right or interest.
- (C) Representation of the Corporation by the Interested Person in any transaction or activity in which the Interested Person, directly or indirectly (through business, investment, or family), has a material financial interest.
- (D) A compensation arrangement, directly or indirectly (through business, investment, or family) between the Corporation and the Interested Person.
- (E) Any other circumstance in which the Interested Person may profit financially, directly or indirectly, from any action or decision by the Corporation in which he or she participates, or of which he or she has knowledge.

5.3.2 Inside Information. Disclosure or use by the Interested Person of confidential information about the Corporation, its activities, or intentions, for the personal profit or advantage of the Interested Person or any person.

5.3.3 Other Conflicting Interests. An Interested Person's representation as a director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity that involves this Corporation as an adverse party or with adverse interests.

5.3.4 Gifts and Favors. An Interested Person's acceptance of gifts or favors from any entity or individual that does or seeks to do business with, or is a competitor of, the Corporation under circumstances which reasonably imply that such action is intended to influence the Interested Person in the performance of his or her duties.

Section 5.4 Procedures for Addressing a Potential Conflict of Interest.

5.4.1 Recusal. No Interested Person who directly or indirectly is involved in a potential conflict of interest shall be counted in determining the existence of a quorum at any meeting of the Board or Board committee where the potential conflict is considered, nor shall the Interested Person vote on any action of the Board or Board committee regarding that potential conflict.

5.4.2 Duty to Disclose. In connection with any actual or potential conflict of interest, an Interested Person must disclose the existence of the potential conflict of interest and be given the opportunity to disclose all material facts to the trustees and members of committees with Board-delegated powers who are considering the proposed arrangement or transaction.

5.4.3 Determination of Whether A Conflict of Interest Exists. After disclosure of the potential conflict of interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon by the remaining Board or committee members.

5.4.4 Procedures Upon Determination that a Conflict of Interest Exists.

(A) An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and vote on, the arrangement or transaction involving the conflict of interest.

(B) The chair of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed arrangement or transaction.

(C) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous arrangement or transaction from a person or entity that would not give rise to a conflict of interest.

(D) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested trustees whether the arrangement or transaction is in the Corporation's best interest, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the arrangement or transaction.

Section 5.5 Violations of the Conflict of Interest Policy. If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose an actual or potential conflict of interest, it shall inform the Interested Person of the basis for such belief and provide the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the Interested Person's response and making further investigation as warranted by the circumstances, the Board or committee determines the Interested Person has failed to disclose a conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5.6 Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain (1) the names of the Interested Persons who disclosed an actual or potential conflict of interest or were otherwise found to have a conflict of interest; the nature of the actual or potential conflict of interest; any action taken to determine whether a conflict of interest existed; and the Board's or committee's decision as to whether a conflict of interest existed; and (2) the names of the individuals who participated in discussions and votes related to the arrangement or transaction; the content of the discussion, including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5.7 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its religious, educational, and scientific purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted, which shall include, but need not be limited to, the following subjects: (1) whether compensation arrangements and benefits are reasonable, based on competent study of market rates, and the result of arm's length bargaining; and (2) whether business relationships with any taxable organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further religious, educational, and scientific purposes, and do not result in inurement, impermissible private benefit, or in an excess-benefit transaction. When conducting such periodic reviews, the Corporation may use outside advisors, but the use of such outside advisors shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

Section 5.8 Loans. The Corporation shall not make loans to any trustee, member of a committee with Board-delegated powers, officer, or employee of the Corporation.

ARTICLE VI **OFFICERS**

Section 6.1 Officers. The officers of the Corporation shall be a chair of the Board of Trustees, vice chair, a president of Trinity Schools, a treasurer, a secretary, and such number of other officers as may be elected or appointed by the Board of Trustees. Any two or more offices may be held by the same person, except that the offices of chair and vice chair may not be held by the same person, the offices of chair and secretary may not be held by the same person, and the person holding the office of president of Trinity Schools may not hold any other office specifically named in these bylaws.

Section 6.2 Election and Term of Office.

6.2.1 President, Election and Term of Office. The president shall be elected by vote of a majority of the total number of voting members of the Board of Trustees, during any regular or special meeting of the Board of Trustees at which a quorum is present, for a term of office determined by the Board of Trustees; provided that at least five days' written notice is given of intention to elect a president at such meeting. The pool from which a new president shall come shall be the covenant members of the People of Praise Christian community.

6.2.2 Other Officers, Election and Term of Office. With the exception of the president, the officers of the Corporation shall be elected for a term of one year by the Board of Trustees at the annual meeting of the Board, and these terms of office shall begin on July 1. If the election of officers shall not be held at such meeting, such election shall be held as soon afterward as is convenient, in which case these terms of office shall begin upon election and shall end on June 30. Vacancies may be filled, or new offices created and filled, at any meeting of the Board of Trustees. If an officer's term of office has ended, each officer shall continue to hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her resignation, removal, or disqualification from such office, whichever occurs earlier. The chair, vice chair, and secretary must be selected from the voting members of the Board of Trustees.

Section 6.3 Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board whenever, in its judgment, the best interests of the Corporation would be served by doing so, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. At least five days' written notice must be given to all trustees of intention to remove from office any officer or agent elected or appointed by the Board of Trustees at any meeting of the Board.

Section 6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6.5 Chair of the Board and Vice Chair. The chair of the Board shall oversee the operations of the Board of Trustees and shall preside at all meetings of the Board of Trustees. He or she may sign any instruments that the Board of Trustees has authorized to be executed, except

in cases where the signing and execution of an instrument shall be otherwise expressly delegated by the Board. The vice chair must preside at meetings of the Board in the absence of the chair.

Section 6.6 President of Trinity Schools. The president of Trinity Schools shall be the chief executive officer of the Corporation and shall in general supervise and control all of the operational and educational affairs of the Corporation, including the appointment and general supervision of heads of school, recruiting and supervision of teachers, school curriculum, overall admissions standards, business and financial matters, buildings and grounds, fundraising and development, and such other duties as may be prescribed by the Board of Trustees. He or she shall be an ex officio, non-voting member of the Board.

Section 6.7 Treasurer. The treasurer shall be responsible for each of the following: having charge of and custody of all funds and securities of the Corporation; keeping accurate books and records of corporate receipts and disbursements; depositing, in the Corporation's name, all monies and securities received by the Corporation at such depositories that may be designated by the Board; completing all required corporate filings; and performing all the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the chair, the president, or by the Board of Trustees. If required by the Board of Trustees, the treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Trustees shall determine, the cost of such bond being paid for with funds of the Corporation.

Section 6.8 Secretary. The secretary shall keep the minutes of the meetings of the Board of Trustees; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Corporation's records and authenticate the Corporation's records; and in general perform all duties incident to the office of secretary and such duties as may be assigned to him or her by the chair or by the Board of Trustees.

ARTICLE VII **COMMITTEES**

Section 7.1 Committees of the Board of Trustees. The Board of Trustees, by resolution adopted by a majority of the voting members of the Board, may designate one or more committees, each of which shall consist of two or more voting members of the Board of Trustees (plus any non-Board members as the Board sees fit to appoint), which committees to the extent provided in such resolution shall have and exercise the authority of the Board of Trustees in the management of the Corporation; but the designation of such committees and the delegation of authority to such committees shall not operate to relieve the Board of Trustees or any individual member of the Board of any responsibility imposed on it, him, or her by law.

Section 7.2 Executive Committee.

7.2.1 The executive committee shall consist of the chair of the Board of Trustees and the chair of each standing committee, and shall function as a long-range planning committee to set goals and objectives for the Corporation. The executive committee shall be authorized to expedite the transaction of business and management of the Corporation between regular

meetings of the Board of Trustees. Subject to any specific limitation imposed by law or by the Articles of Incorporation or these bylaws, the executive committee shall have such further specific powers as may be conferred upon it by resolution of the Board of Trustees, and the executive committee may exercise such powers in such manner as it shall deem for the best interests of the Corporation in all cases in which specific directions shall not have been given by the Board.

7.2.2 The chair of the Board, or in the absence of the chair, a member of the executive committee selected by those voting members present, shall preside at meetings of the executive committee, and the secretary of the Corporation or, if the secretary of the Corporation is not a member of the executive committee, a member of the executive committee designated by the members of the executive committee, shall be the secretary of the executive committee. In the event of absence from any meeting of the secretary of the executive committee, the members of the executive committee present at the meeting shall select a member of the executive committee to be secretary of the meeting.

7.2.3 The executive committee may prescribe for the conduct of its business such rules and regulations, not inconsistent with these bylaws or with such resolutions for the guidance and control of the executive committee as may be passed by the Board, as it shall deem necessary or desirable, including, without limitation, rules fixing the time and place of meetings and the notice to be given of such meetings, if any. A majority of the voting members of the executive committee shall constitute a quorum. The adoption of any resolution or the taking of any other actions shall require the affirmative vote of a majority of all the voting members of the executive committee. The executive committee shall keep minutes of its proceedings, and it shall report all action taken by it to the Board at the next Board meeting held after the taking of such action. All action taken by the executive committee shall be subject to revision or alteration by the Board at the meeting of the Board at which any such action has been reported to the Board; provided, however that such revision or alteration shall not affect any action taken by any officer or employee of the Corporation, or by a third party, or any rights of third parties that have vested, in reliance upon any action or direction of the executive committee.

7.2.4 The executive committee shall not have the authority to act on behalf of the Board of Trustees for the purpose of: (1) amending these bylaws; (2) amending the budget; or (3) making decisions covering the selection or retention of the president of Trinity Schools. The executive committee can act on behalf of the Board of Trustees in decisions regarding routine business of the Corporation.

Section 7.3 Other Committees. Other committees not having and exercising the authority of the Board of Trustees in the management of the Corporation may be designated by a resolution adopted by a majority of the voting trustees present at a Board meeting at which a quorum is present. The chair of the Board of Trustees shall appoint the members of such committee, except as otherwise provided in the resolution designating such committees, and such appointments must be approved by a majority of trustees in office at the time the appointment is made. Any member of such a committee may be removed by the person or persons authorized to appoint such a member, subject to the approval of a majority of trustees in office at the time the removal

is conducted, whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 7.4 Terms of Office of Committee Members. Each member of a committee shall continue to serve until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member of the committee.

Section 7.5 Committee Chair. The chair of the Board shall appoint a chair for each committee.

Section 7.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.7 Quorum. Unless otherwise provided in these bylaws or in the resolution of the Board of Trustees designating a committee, a majority of the voting members of the whole committee immediately before a committee meeting shall constitute a quorum and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.8 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE VIII

INDEMNIFICATION OF TRUSTEES, OFFICERS, COMMITTEE MEMBERS, AND EMPLOYEES

Section 8.1 General: Indemnification of Trustees, Committee Members, and Officers: Actions Brought by Third Parties. The Corporation shall, to the fullest extent empowered to do so by any applicable laws as may be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a trustee, duly-appointed Board committee member, or officer of the Corporation, or that such person is or was serving at the request of the Corporation as a trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her conduct was unlawful.

Section 8.2 Indemnification of Trustees, Committee Members, and Officers: Actions By or In the Right of the Corporation. The Corporation shall, to the fullest extent empowered to do so by any applicable laws as may be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in favor of the Corporation by reason of the fact that such person is or was a trustee, duly-appointed Board committee member, or officer of the Corporation, or that such person is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue, or matters as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 8.3 Authorization of Indemnification. Any indemnification under Section 8.1, Section 8.2 or Section 8.5 of this Article (unless ordered by a court) shall be made by the Corporation only as authorization in the specific case, upon a determination that indemnification of the trustee, duly-appointed Board committee member, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 8.1, 8.2, or 8.5 of this Article. Such determination shall be made by either (1) the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit, or proceeding; or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion. Evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is proper.

Section 8.4 Contract with the Corporation. The provisions of this Article shall be deemed to be a contract between the Corporation and each trustee, duly-appointed Board committee member, or officer who serves in any capacity at any time while this Article is in effect. Any repeal or modification of this Article shall not affect any rights or obligations required by this Article with respect to any state of facts existing before such repeal or modification, or with respect to any action, suit, or proceeding brought or threatened based in whole or in part upon any such state of facts that existed before such repeal or modification.

Section 8.5 Indemnification of Employees and Agents. Persons who are not covered by the above provisions of this Article and who are or were employees or agents of the Corporation, or who are or were serving at the request of the Corporation as employees or agents of another Corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time by the Board of Trustees, subject to the same standard of conduct set forth in Sections 8.1 and 8.2 of this Article; provided, however, that to the extent that such employee

or agent has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding to which he or she was made a party by reason of the fact that he or she is or was an employee or agent acting in the above described capacity, or in the defense of any claim, issue, or matter in that respect, the Corporation shall indemnify such employee or agent against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection to such a defense.

Section 8.6 Payment of Expenses in Advance. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Trustees in the specific case, upon (1) receipt of a written affirmation of the good faith belief of the trustee, duly-appointed Board committee member, officer, employee, or agent that he or she has met the standard of conduct set forth in Sections 8.1, 8.2, and 8.5 of this Article; (2) receipt of a written undertaking by or on behalf of the trustee, duly-appointed Board committee member, officer, employee, or agent to repay such amount if it is ultimately determined that he or she did not meet the standard of conduct; and (3) a Board determination that the facts then known to the Board would not preclude indemnification under this Article.

Section 8.7 Insurance against Liability. The Corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, duly-appointed Board committee member, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in that capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these bylaws.

Section 8.8 Other Rights of Indemnification. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a trustee, duly-appointed Board committee member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 9.1 Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 9.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Trustees. In the absence of any such determination by the Board of Trustees, such instruments shall be signed by the treasurer.

Section 9.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 9.4 Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any specific purpose of the Corporation.

ARTICLE X
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of July and end on the last day of June in each year.

ARTICLE XII
AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and bylaws may be adopted by a vote of a majority of the total number of voting members of the Board of Trustees, during any regular or special meeting at which a quorum is present, provided that at least five days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting. Any amendment to the bylaws will be voted upon only after examination of any possible conflicts with the Articles of Incorporation.

CERTIFICATION

I, Deborah Mixell, Secretary for Trinity Schools, Inc., certify that this document contains a full, true, and correct copy of the Amended and Restated Corporate Bylaws, as amended to date, of Trinity Schools, Inc., (formerly known as Center for Christian Studies, Inc.) and that these Amended and Restated Corporate Bylaws are in full force and effect.

Signed for Trinity Schools, Inc., this 27th day of August, 2024.

Deborah Mixell

Deborah Mixell, Secretary