**AMENDED AUGUST 5, 2025**

# AMENDED AND RESTATED BYLAWS OF HERITAGE CHRISTIAN SCHOOLS, INC.

## ARTICLE I.

### General

Section 1.1. Name. The name of the corporation is Heritage Christian Schools, Inc. (the "Corporation").

Section 1.2. Address. At the time of approval of these Amended and Restated Bylaws (the "Bylaws"), the post office address of the Corporation's registered office is 6401 East 75th Street, Indianapolis, Indiana 46250, and the registered agent of the Corporation at the registered office is Nathan Beadle, Chief Operating Officer.

Section 1.3. Fiscal Year and School Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding. For purposes of these Bylaws, a school year shall be considered the same as the fiscal year, and each reference to a year in these Bylaws shall refer to a school year.

## ARTICLE II.

### Christian Foundation

Upon completion and adoption by the Board of Directors, the charter of core values shall be attached hereto as Exhibit A and made a part of these Bylaws by this reference thereto ("Charter").

## ARTICLE III.

### Board of Directors

Section 3.1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provision of the articles of Incorporation and these Bylaws. The Board of Directors shall have the number of members, not greater than nine (9) and no less than five (5), as designated by resolution of the Board of Directors from time to time.

Section 3.2 Election and Term. A duly elected new director shall serve an initial term of one (1) year and may be re-elected for a term of up to three (3) years. Thereafter, a duly re-elected director will serve a term of four (4) years. Directors shall be elected by a majority vote of the members of the Board of Directors. A director may be elected for successive terms.

Section 3.3. Chairman of the Board. The Chairman of the Board shall be a member of the Board of Directors elected by the majority vote of the remaining members of the Board of Directors. The Chairman of the Board shall serve a term of one (1) year. A director may be elected as Chairman of the Board for successive terms. The Chairman of the Board shall be the spokesman

for the Board, shall organize the agenda of board meetings and preside over such meetings, and shall serve as the representative of the Board in all communications with the Superintendent of the school.

Section 3.4. Quorum and Voting. A majority or fifty percent (50%) of directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one (I) vote on each matter to be raised at a meeting of the Board of Directors.

Section 3.5. Annual Meeting. There shall be an annual meeting of the Board of Directors of the Corporation. At the annual meeting, the directors shall elect officers and shall consider and act upon such other matters as may be raised consistent *with* notice requirements. The Corporation shall provide oral or written notice of the date, place, time, and purpose of the annual meeting not less than ten (10) days before the meeting date.

Section 3.6. Regular Meetings. The Board of Directors may hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Such regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting.

Section 3.7. Special Meetings. Notwithstanding the preceding Section 3.6 of this Article III, the Board of Directors may hold a special meeting for any lawful purpose upon not less than one (1) day's notice, as described below in Section 3.8, upon call by the Chairman of the Board or President of the Corporation, or upon call by the Vice President in the event of absence or inability of the President. A special meeting shall be held at such date. time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 3.8. Notice of Special Meetings and Waiver. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered. or e-mailed by the Secretary/Treasurer of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least one (1) day before the date of the meeting. The notice need not describe the purpose of the special meeting. Oral notice shall be effective when communicated. Written notice delivered by mail or *in* person shall be effective at the earliest of the following:

(a) When received;

(b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;

(c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

(d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced

by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation. Written notice received by facsimile or e-mail shall be effective when received.

Section 3.9. Waiver of Notice. Notice may be waived in a writing signed by the director entitled to the notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 3.10. Means of Communication. The Board of Directors, or a committee thereof, may permit a director or a committee member to participate in a meeting by or conduct a meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or a committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 3.11. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section 3.11 of this Article III shall have the effect of a meeting vote and may be described as such in any document.

Section 3.12. Employment. The Board of Directors may employ such persons as may be necessary for the purpose of carrying on the business of the Corporation, and may prescribe the duties of and the compensation to be paid to such persons. This power may be delegated.

Section 3.13. Vacancies. Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors.

Section 3.14. Removal of a Director. A director may be removed at any time, with or without cause, by a supermajority of the remaining directors of the Corporation. For purposes of these Bylaws, a supermajority shall consist of the affirmative vote of a plurality of the remaining directors, plus one additional affirmative vote.

## ARTICLE IV.

### Officers

Section 4.1. In General. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may otherwise elect. All officers shall be elected by the Board of Directors. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors at the annual meeting of the directors, or at such other time as the Board of Directors shall

determine, and such officers shall serve for one **(1)** year, or such other period as prescribed by the Board of Directors at the time of such election, and until the officer's successor is duly elected and qualified. All officers may, but need not, be members of the Board of Directors. Any officer may be removed by majority vote of the members of the Board of Directors at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 4.2. President. The President shall execute such agreements and documents on behalf of the Corporation as he may be authorized and directed to execute by the Board of Directors, and shall perform such ceremonial duties and additional duties as may be requested of him by the Board of Directors.

Section 4.3. Vice President. In the absence or disability of the President and until otherwise directed by the Board of Directors, the Vice President shall exercise all of the powers and responsibilities of the office of President, and shall perform such other and additional duties as may be requested of him by the Board of Directors.

Section 4.4. Secretary. The Secretary of the Corporation, under the supervision of the President, shall supervise the keeping of a record of the names and current mailing address of directors and officers at the front of the corporate record book. The Secretary shall also issue or cause to be issued all notices of meetings requested by the President, record the minutes, sign with the President such instruments as require his signature, and shall perform such other services as ordinarily pertain to such office and any additional duties requested of him by the President or Board of Directors. He shall also have charge and supervision of the corporate seal and record book.

Section 4.5. Treasurer. The treasurer shall, under the direction and supervision of the President, have charge of the finances, bookkeeping, and accounting department of the Corporation, and shall, in proper books of account, enter or cause to be entered all receipt and disbursements of the Corporation and, when directed by the President, shall furnish or cause to be furnished periodical statements regarding the Corporation's financial condition, and perform such other services as ordinarily pertain to such office and any additional duties requested of him by the President or the Board of Directors.

Section 4.6. Assistant Officers. The Board of Directors may appoint any number of assistant officers, prescribe their powers and duties, terms of office, and compensation.

## ARTICLE V.

### Committees

Section 5.1. Nominating Committee. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate a minimum of two (2) directors of the Corporation to serve on a Nominating Committee along with other individuals, the number of members of the committee and the identity of such members shall be determined by the Board of Directors. The Nominating Committee shall identify candidates for membership on the Board of Directors and submit recommendations to the Board of Directors for selection to the Board of Directors. The Board of Directors may accept or reject any such recommendations

as it determines in the best interests of the Corporation, and may direct the Nominating Committee to submit additional recommendations. The process and criteria for selecting candidates for consideration by the Nominating Committee shall be determined by the Nominating Committee based on guidelines provided by the Board of Directors.

Section 5.2. Other Committees. The Board of Directors may establish other committees, in addition to the Nominating Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify.

Section 5.3. Committee Leadership and Membership. The Board of Directors shall select the Chair and Vice-Chair of each committee, as well as the members of each committee. A Chair, Vice-Chair, or other committee member appointed by the members or the Board of Directors may be removed, either from a position of Chair or Vice-Chair, or from the committee, by the members of Board of Directors, with or without cause, by a majority of the directors then in office.

## ARTICLE VI.

### Administrator/Superintendent

The Board of Directors may employ an Administrator/Superintendent for the Corporation who shall be responsible for the day-to-day operation and management of the Corporation. The Administrator/Superintendent shall be an employee and shall not in his capacity as Administrator/Superintendent be an officer of the Corporation. The Administrator/ Superintendent shall perform such other duties as the Board of Directors may prescribe.

## ARTICLE VII.

### Staff

Section 7.1. All teachers and other staff members shall be appointed by the Board of Directors (or by the Superintendent of the Corporation if directed to do so by the Board of Directors) after giving careful consideration to their Christian doctrine and life, their Christian training and professional attainments, and other qualifications necessary for the proper performance of the duties assigned them. If so directed by the Board of Directors, the teachers shall be appointed to serve under a written contract that specifies salary to be received and services to be rendered. With their letter of acceptance, teachers should give written approval of the Corporation's Articles of Incorporation and these Bylaws. This responsibility may be delegated to such of the staff as the Board of Directors may designate.

Section 7.2. All members off the teaching staff must declare at the beginning of each School Year, in writing, their unconditional acceptance of the school's Statement of Faith as set forth in the Charter.

## ARTICLE VIII.

## Indemnification

Section 8.1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a member, director or officer of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit, or proceeding:

(a) If such person is wholly successful with respect thereof, or

(b) If not wholly successful, then if such person is determined as provided in Section 3 of this Article VIII to have acted in good faith, in what he reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suite, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere,* or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VIII.

Section 8.2. Definitions.

(a) As used in this Article VIII, the terms "claim, action, suit or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation, or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of his being or having been a member, director or officer of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

(ii) By reason of his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he served as such at the request of the Corporation, or By reason of any action taken or not taken by him in any such capacity, whether or not he continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Article VIII, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article VIII, the term "wholly successful" shall mean:

(i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him,

(ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or

(iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 8.3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification:

(a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 8.1 of this Article VIII, and

(b) if the Board of Directors, acting upon such written finding, so determines.

The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings that is within the possession or control of the Corporation.

Section 8.4. Relationship to Other Rights. The right of indemnification provided in this Article VIII shall be in addition to any rights to which any person may otherwise be entitled.

Section 8.5. Extent of Indemnification. Irrespective of the provisions of this Article VIII, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, and other persons (including past Members) to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 8.6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he is entitled to indemnification.

Section 8.7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VIII and insurance protecting the Corporation's directors, officers, and other persons (including past Members).

## ARTICLE IX.

### Contracts, Checks, Loans, Deposits and Gifts

Section 9.1. Contracts. The Board of Directors may authorize one (1) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization 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 to bind the Corporation or to render it liable for any purpose or amount.

Section 9.2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 9.3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for or on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 9.4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or other depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 9.5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

## ARTICLE X.

### Seal

The corporate seal of the Corporation shall consist of two concentric circles, between which is the name of the Corporation, and within the center thereof shall be inscribed the words: "incorporated 1965" and such seal as is hereby impressed upon the margin hereof is hereby adopted and continued as the seal of the Corporation.

## ARTICLE XI.

### Saving Clause

Should any Bylaw, or any part of any Bylaw hereof be adjudged to be contrary to the letter or spirit of the Articles of Incorporation, or to any of the laws of the State of Indiana or to any of the laws of the United States, by any court or authority having jurisdiction, it shall not work a nullification of the Articles of Incorporation or of any other Bylaw or part thereof.

## ARTICLE XII.

### Books, Property and Offices of the Corporation

Section 12.1. The Corporation shall keep the following books and records:

(a) A corporate record book in which shall be recorded the names and current mailing addresses of all directors and officers and in which shall be kept and recorded the corporate records, including, but not limited to, the Articles of Incorporation and Bylaws of the Corporation, together with the calls, waivers, and minutes of all past meetings of the former Members of the Corporation, all annual and special meetings of Board of Directors, and all meetings of the Nominating Committee and other committees appointed by the Board of Directors.

(b) Books of account in which shall be kept the financial records of the Corporation.

Section 12.2. The books and records of the Corporation may be moved from place to place and from and to the State of Indiana, but shall be kept in such place or places as to be easily accessible to all directors and officers.

Section 12.3. The Corporation may own both real and personal property, situated within or without the State of Indiana, and may remove any of its property from one state to another.

## ARTICLE XIII.

### Advisory Board

The Board of Directors may organize an Advisory Board to advise and counsel the Board of Directors in any phase of the operation of the Corporation. Members of such Advisory Board need to be knowledgeable in the Christian Day School movement.

## ARTICLE XIV.

### Amendments

Authority to make, repeal, and amend these Bylaws shall be vested in the Board of Directors of the Corporation and these Bylaws may be amended only by a supermajority vote of all the members of the Board of Directors of the Corporation.

Todd Brocker, Secretary
August 5, 2025