

AMENDED BYLAWS
OF
WCHS BOOSTER CLUB, INC.

Updated May 2016

ARTICLE 1
Offices and Purposes

Section 1. Offices. The initial principal office of the WCHS Booster Club Inc. (the "Booster Club") shall be at such place as is designated in the Articles of Incorporation. The principal office of the Booster Club may be changed to another place within the State of Maryland as the Board of Directors (the "Board"), from time to time, may designate. The Booster Club may maintain additional offices at such other places, within or without the State of Maryland, where it is qualified to do business, as its business and activities may require, as the Board may designate.

Section 2. General Purpose. The Booster Club is organized exclusively for educational and charitable purposes as set forth in the Articles of Incorporation. The educational and charitable purposes of the Booster Club include, but are not limited to, supporting and promoting athletics at Winston Churchill High School in Potomac, Maryland ("WCHS").

Section 3. Tax Exempt Purpose. The Board has received exemption for the Booster Club from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Until such time, if ever, that such exemption is denied or lost, the Booster Club shall not be empowered to engage, directly or indirectly, in any activity that would invalidate its status as an organization exempt from federal taxation under Section 501(c)(3) of the Code. All references to the Code contained herein are deemed to include the corresponding provisions of any future federal tax code.

ARTICLE 2
Membership

Section 1. Qualification. "Members" of the Booster Club shall consist of those families (a) that include at least one alumnus of WCHS or (b) that have at least one child who is attending or will attend WCHS during the current "membership term," and (c) have paid the membership dues for the current "membership term." The "membership term" shall begin on July 1 and shall end on the immediately succeeding June 30. Each family that satisfies both of the qualifications of membership shall be entitled to designate two (2) individuals from such family as "Members" of the Booster Club.

Section 2. Dues. The membership dues shall be set by a majority vote of the Board and shall be assessed and collected in the manner established by the membership.

Section 3. Annual Meeting. A meeting of the Members shall be held annually in June, unless notice is provided otherwise, for the election of officers and the transaction of other business as may properly come before the Members as determined from time to time by the Members.

Section 4. Regular Meetings. Either the President or a majority of the Board, as hereinafter defined, may call regular meetings of the Members as the need arises.

Section 5. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board. Special meetings may also be called by the Secretary on the written request of Members entitled to cast at least twenty-five percent (25) of all the votes entitled to be cast at such meeting. Such written request to the Secretary shall state the purpose of the meeting and the matters proposed to be acted on at such meeting; provided, however, that a special meeting shall not be called to consider any matter which is substantially the same as a matter voted on at any meeting of the Members held during the preceding twelve (12) months, unless requested by Members entitled to cast a majority of all votes entitled to be cast at the meeting. No business but that specified in the notice of the special meeting may be transacted at such special meeting.

Section 6. Place and Time of Meetings. Any meeting of Members may be held at any place in the United States and at such hour as may be set by the Board in the notice of the meeting. If no place and hour are so set, meetings of Members shall be held at the principal office of the Booster Club at 7:30 p.m. local time.

Section 7. Notice of Meetings. Notice of each meeting of the Members shall be given in writing by or at the direction of the President, the Secretary, or the persons calling the meeting, and shall state the place, date, alternative date, if any, and time of the meeting and, if it is a special meeting, shall indicate the purpose or purposes for which the meeting is being called. A copy of the notice of any meeting shall be given by United States Postal Service ("USPS") mail or by electronic mail to each Member entitled to vote at such meeting, and shall be posted on the website. The notice shall be given not less than three (3) nor more than ninety (90) days before the date of the meeting; provided, however, that notice to hold such meeting on the alternative date, rather than the original date, set forth in the original notice shall be given not less than one (1) day prior to the earlier of the original date or alternative date set forth in the original notice. If sent by USPS mail, such notice shall be deemed to be delivered when deposited with the USPS, postage prepaid, directed to the Member at its

address as it appears on the records of the Booster Club. In addition, notice of a meeting contained in any WCHS, Booster Club, or WCHS PTSA newsletter sent by USPS mail or electronic mail shall constitute adequate notice to any Member to whose home address or e-mail address the newsletter was mailed. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting in which the adjournment is taken. At the adjourned meeting, any business that might have been transacted at the original meeting may be transacted.

Section 8. Waiver of Notice. Notice of any meeting need not be given to any Member who (i) before or after the meeting, signs a waiver of notice, which is filed with the records of the meeting, or (ii) is present at the meeting in person.

Section 9. Quorum of Meeting. A quorum shall consist of eleven (11) Members. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or by statute, no business shall be considered by the Members at any meeting at which the required quorum is not present, and the only motion which shall be entertained at such meeting is a motion to adjourn.

Section 10. Voting. Each Member shall be entitled to one vote at the annual meeting of the Members. The membership shall vote only on the matter of electing Officers which matter shall, except as otherwise required by law or by the Articles of Incorporation, be decided and authorized by a majority of the votes cast at the meeting.

Section 11. Proxies. A Member shall not be entitled to vote by proxy at any meeting of the Members.

Section 12. Presiding Officer and Secretary. At any meeting of the Members, if neither the President nor a Vice President, nor a person designated by the Board to preside at the meeting shall be present, the Members present shall appoint a presiding officer for the meeting. If neither the Secretary nor an Assistant Secretary (if any) is present, the appointee of the person presiding at the meeting shall act as Secretary of the meeting.

Section 13. Informal Action by Members; Meeting by Teleconference.

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Members at any meeting may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each Member entitled to vote on the matter and is filed with the records of Members' meetings.

(b) Except as otherwise required by law or restricted by the Articles of Incorporation or these Bylaws, the Members may participate in a meeting of the Members by means of telephone conference, video conference, or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

ARTICLE 3 ***Board of Directors***

Section 1. Power of Directors. Subject to the laws of the State of Maryland, the Articles of Incorporation and these Bylaws, the business and affairs of the Booster Club shall be managed under the direction of the Board through its Directors ("Director(s)").

Section 2. Qualification and Number of Directors. A Director must be a Member during the current "membership term" and must have at least one child attending Churchill High School during the membership term. A Director shall be either an Officer of the Booster Club or a Chairperson of a Standing Committee, as defined in Article 4. A Director may be both an Officer and a Committee Chairperson. The number of Directors shall be no fewer than five (5).

Section 3. Duties. It shall be the duty of the Directors to vote on matters as they arise, to work with the athletic department of WCHS to further the mission of the Booster Club, and to attend meetings of the Board of Directors.

Section 4. Term of Directors. Each Director shall hold office so long as such Director is an Officer or a Committee Chairperson or until his or her successor has been qualified. There are no term limits for Directors, except as otherwise stated in these Bylaws with respect to term limits for Officers and Committee Chairpersons.

Section 5. Resignations. A Director may resign at any time by giving written notice to the President, if any, and Chairperson of the Board, if any. Such resignation shall take effect at the time specified in the notice of resignation, and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. No Director may resign, however, if the Booster Club would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of Maryland.

Section 6. Removal. Except as otherwise provided by law, a Director may be removed by a majority vote of the Board at any time, with or without cause.

Section 7. Vacancies. Vacancies on the Board shall exist (i) on the death, resignation, or removal of any Director, and (ii) whenever the number of authorized Directors is increased. Unless otherwise prohibited by law, the Articles of Incorporation, or these Bylaws, a vacancy on the Board shall be filled by appointment of a new Director by the President of the Booster Club from the persons who are then Members by a plurality vote of the Members at any meeting of the Members; provided, however, if such vacancy is not so filled, a majority of the remaining directors may fill the vacancy by majority vote at a meeting of the Board. A director elected to fill a vacancy shall hold office until the next annual meeting of the Members and until his or her successor is elected and qualified.

Section 8. Annual Meeting. An annual meeting of the Board shall be held each year directly after the annual meeting of the Members at which annual meeting the Members shall elect the Officers and transact such other business as may properly come before the Members at the meeting.

Section 9. Other Meetings. Regular meetings of the Board may be held at such time and place as the Board may from time to time determine and schedule during the course of a meeting of the Board, which future meetings shall be reflected in the minutes of such earlier meeting. Special meetings of the Board may be called at any time by the President or by a majority of the Board.

Section 10. Place and Time of Meetings. Unless otherwise designated by the notice of the meeting, any meeting of the Board shall be held at the principal office of the Booster Club.

Section 11. Notice of Meetings. Notice of any meeting of the Board shall be delivered to each Director not less than three (3) days prior to such meeting. Such notice may be oral or written, may be given personally, by first class mail, by electronic mail, by telephone, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 12. Waiver of Notice. Notice of any meeting need not be given to any Director who (i) before or after the meeting, signs a waiver of notice, which is filed with the records of the meeting, or (ii) is present at the meeting in person unless the director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 13. Quorum of Meeting. A quorum shall consist of a majority of the Directors. Except as

otherwise provided under the Articles of Incorporation, these Bylaws, or by statute, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

Section 14. Majority Action as Board Action and Voting. All matters shall be decided by a majority of the directors present at a meeting duly held at which a quorum is present, except as otherwise provided in the Articles of Incorporation, these Bylaws, or by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a director or directors from the meeting. Each Director shall have only one vote regardless of the number of Board positions such Director may hold. A Director shall not be entitled to vote by proxy.

Section 15. Conduct of Meetings. Meetings of the Board shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President or, in his or her absence, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by such procedures as may be approved from time to time by the Board, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law. Meetings of the Board shall be open to interested persons, unless a majority of the directors then present vote, on motion duly made and seconded, to go into executive session.

Section 16. Meetings by Teleconference. Except as otherwise required by law or restricted by the Articles of Incorporation or these Bylaws, a Director may participate in any Board meeting by means of telephone conference, video conference, or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

Section 17. Informal Action by Board. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Directors at any meeting may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each Director and is filed with the records of the meeting.

Section 18. Compensation. Directors shall serve without compensation except that a director who provides services to the Booster Club in a capacity other than as a director may receive a reasonable fee for such

services actually rendered to or for the Booster Club. If determined by the Board, Directors may be allowed reimbursement of reasonable expenses incurred in the performance of their duties.

ARTICLE 4 *Committees*

Section 1. Standing Committees. The Booster Club shall have the following Standing Committees which will be active throughout the entire school year: Advertising, Communications, Concessions, Membership and School Store/Apparel. The Chairperson of each Standing Committee must be a Member of the Booster Club and must have at least one child attending Churchill High School during the membership year. The Chairperson of a committee shall serve as a Director on the Board of Directors and shall fulfill all the duties of a Director set forth in Article 3.

Section 2. Additional Standing Committees . The Board of Directors may add or eliminate one or more Standing Committees by a vote of 2/3 of the Directors.

Section 3. Executive Committee and Other Committees. The Board may, by resolution passed by a majority of the Board, designate one or more committees including an Executive Committee. Each member of the Executive Committee, if any, must be a member of the Board. Except with respect to the Executive Committee, if any, the Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee; provided, however, that, if the resolution of the Board so provides, in the absence or disqualification of any such member or alternate member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she, or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member or alternate member. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Booster Club, except that no committee shall have the power or authority to (i) amend the Articles of Incorporation or these Bylaws, (ii) adopt an agreement of merger or consolidation, approve the sale, lease, or exchange of all or substantially all of the Booster Club's property and assets, or (iii) approve the dissolution of the Booster Club or a revocation of dissolution. Any committee shall have such name or names as may be determined from time to time by resolution adopted by the Board. A majority of those entitled to vote at any meeting of any committee shall constitute a quorum for the transaction of business at that meeting. Each committee shall serve at the pleasure of the Board. The Board of Directors shall inform the Secretary in writing of the formation of a new committee and the name of the Chairperson of such committee. A list of all committees, including new committees, shall

be attached to each set of Board of Directors' meeting minutes.

Section 2. Reporting to Board; Meetings of Committees. Each committee shall keep regular minutes of its meetings. Such minutes shall be made available to the Secretary upon his/her request, either verbal or written, within 5 days thereof. Meetings of committees shall be held and called in accordance with the provisions of these Bylaws concerning meetings of the Board with such changes in the context of such provisions as are necessary to substitute the committee in place of the members of the Board, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 5 *Officers*

Section 1. Designation and Qualification of Officers. The Officers of the Booster Club shall be a President, an Executive Vice-President, Vice-President, a Secretary, and a Treasurer. The Booster Club may also have one or more Assistant Vice Presidents, and other such officers with such titles as may be determined by the Board. An Officer must be a Member as defined by Article 2, Section 1(b) and 1(c) and must have at least one child attending Churchill High School during the current "membership term".

Section 2. Holding More than One Office. A person may hold more than one office but may not serve concurrently as both the President and Executive Vice President of the Booster Club. A person who holds more than one office in the Booster Club may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 3. Election and Term of Office. The officers of the Booster Club shall be elected by the Members at the annual meeting of the Booster Club and each officer elected shall hold office for a period of one (1) year or until his or her successor is elected and qualified, or until his or her earlier resignation or removal. There shall be no term limits for officers. A nominating committee consisting of the current President, the immediate Past President, and a current officer shall make recommendations to the membership as to the following year's slate for Officers.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time. Any officer other than the President may resign at any time by giving written notice to the Board or to the President or Secretary. The President may resign at any time by giving written notice to the

Board or to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6. Duties of President. The President shall be the chief executive officer of the Booster Club and shall, subject to the control of the Board, supervise and control the affairs of the Booster Club and the activities of the officers. The President shall perform all duties incidental to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Board. Unless another person is specifically appointed as Chairperson of the Board, the President shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the Booster Club, execute such bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

Section 7. Duties of Executive Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Executive Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Executive Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board.

Section 8. Duties of Vice President. In the absence of the President and of the Executive Vice President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board.

Section 9. Duties of Secretary. The Secretary shall (i) record the minutes of all meetings of the Members and the Board, including the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof,

(ii) to present at any meeting of the Members or Board, the minutes from the immediately preceding meeting of the Members, the Board, or, any committees of the Board, as applicable, (iii) keep at the principal office of the Booster Club or at such other place as the Board may determine, a book of minutes of all such meetings, (iv) prepare and deliver, or cause to be prepared and delivered, all notices given in accordance with the provisions of these Bylaws or as required by law, (v) be custodian of the records of the Booster Club, (vi) exhibit at all reasonable times to any director of the Booster Club, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the directors of the Booster Club, (vii) forward to the President any correspondence or other communication addressed to him or her as Secretary of the Booster Club, (viii) certify and keep the original, or a copy, of these Bylaws as amended to date, and (ix) in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 10. Duties of Treasurer. The Treasurer shall (i) have charge and custody of, and be responsible for, all funds and securities of the Booster Club, and deposit all such funds in the name of the Booster Club in such banks, trust companies, or other depositories as shall be selected by the Board, (ii) receive, and give receipt for, monies due and payable to the Booster Club from any source whatsoever, (iii) disburse, or cause to be disbursed, the funds of the Booster Club as may be directed by the Board, taking proper vouchers for such disbursements, (iv) keep and maintain adequate and correct accounts of the Booster Club's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses, (v) exhibit at all reasonable times the books of account and financial records to any director of the Booster Club, or to his or her agent or attorney, on request therefore, (vi) render to the President or directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Booster Club, (vii) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, (viii) be responsible for preparing and filing all necessary tax forms and filings, and (ix) in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 11. Duties of other Officers. The duties of the other officers shall be as determined by the Board.

Section 12. Compensation. The Officers shall serve without compensation except that an officer who provides other services to the Booster Club in a capacity other than as an officer may receive a reasonable fee for such services actually rendered to or for the Booster Club. If determined by the Board, Officers may be

allowed reimbursement of reasonable expenses incurred in the performance of their duties.

ARTICLE 6
Execution of Documents and Deposits

Section 1. Execution of Documents. The Board shall determine who shall be authorized from time to time on the Booster Club's behalf to (i) sign checks, drafts, or other orders for payment of money, (ii) sign acceptances, notes, or other evidences of indebtedness, (iii) enter into contracts, or (iv) execute and deliver other documents and instruments on behalf of the Booster Club. Such grant of authority by the Board may be general or confined to specific instances. Unless authorized by these Bylaws or by the Board, no director, officer, agent, or employee shall have any power or authority to bind the Booster Club by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Deposits. All funds of the Booster Club shall be deposited from time to time to the credit of the Booster Club in such banks, trust companies, or other depositories as the Board may select.

ARTICLE 7
Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from July 1 to June 30 or such other period as may be fixed by the Board.

Section 2. Books and Records. The Booster Club shall maintain complete books and records of account, the activities and transactions of the Booster Club, minutes of the proceedings of the Board and any committee of the Booster Club, and current lists of the members, directors, and officers of the Booster Club and their residence addresses. Any of the books, minutes, and records of the Booster Club may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 3. Amendment of Bylaws. These Bylaws may be amended, or repealed in whole or in part, or new Bylaws may be adopted, by a 2/3 vote of the Board.

Section 4. Indemnification and Insurance.

(a) The Booster Club may indemnify any Director, or any former Director, or any person who served at its request as a director, officer, partner, employee, or agent against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which he may

be or she is made a party by reason of being or having been such director, officer, partner, employee, or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which it shall be proved that the act or omission of the director, officer, partner, employee, or agent was material to the cause of action adjudicated in the proceeding and was either (i) committed in bad faith or was the result of active and deliberate dishonesty, (ii) the director, officer, partner, employee, or agent actually received an improper personal benefit in money, property, or services, or (iii) in the case of any criminal proceeding, the director, officer, partner, employee, or agent had reasonable cause to believe that the act or omission was unlawful. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, judgments, penalties, fines, settlements, and reasonable expenses actually incurred by such director, partner, officer, employee, or agent. The Booster Club may pay or reimburse reasonable expenses in advance of the final disposition of the proceeding upon written receipt by the Booster Club of a written affirmation by the director, officer, partner, employee, or agent of the director's, officer's, partner's, employee's, or agent's good faith belief that the standard of conduct necessary for indemnification by the Booster Club has been met, and written undertaking by or on behalf of the director, officer, partner, employee, or agent to repay the amount if it shall ultimately be determined that the standard of conduct has not been met..

(b) The indemnification provisions of this Article shall be applicable to all claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof. The indemnifications provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, partner, employee, or agent may be entitled under any statute, these Bylaws, agreement, vote of the Board, or otherwise, and shall not restrict the power of the Booster Club to make any indemnification permitted by law.

Section 6. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Booster Club (including a director, officer, partner, employee, or other agent of the Booster Club) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Booster Club would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or by statute.

Section 7. Construction and Terms. If any provision or parts of these Bylaws shall be found unenforceable or invalid for any reason, the enforceability and validity of the remaining parts shall not be affected.