

BYLAWS
OF
WALT WHITMAN ALL SPORTS
BOOSTER CLUB, INC.

Adopted: December 13, 1995

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**BYLAWS
OF
WALT WHITMAN ALL SPORTS
BOOSTER CLUB, INC.**

(formed under the general laws
of the State of Maryland)

ARTICLE I
Offices

Section 1.01 *Location.* The principal office of the Corporation shall be located within the State of Maryland, at such place as is designated in the Articles of Incorporation. The Corporation may maintain additional offices at such other places within or without the State of Maryland as the Board of Directors may designate.

ARTICLE II
Members

Section 2.01 *Who Shall be Members.* The members of the Corporation shall consist of those persons who contribute funds to the Corporation's general funds in amounts to be determined from time to time by the Board of Directors and of such other persons as may be elected to membership from time to time by the other then-acting members, either by majority vote in accordance with Section 2.10 of these Bylaws, or by unanimous written consent, in accordance with Section 2.12 of these Bylaws.

Section 2.02 *Term of Membership.* Unless a shorter term shall be specified by the other members at the time of a member's election, the term of office of any member shall be one year. Notwithstanding the foregoing, any member may resign at any time by mailing or delivering written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary), and any member may be removed at any time, with or without cause, by majority vote of the other members.

Section 2.03 *Annual Meeting*. A meeting of the members shall be held annually for the election of directors and the transaction of other business as may properly come before the members as determined from time to time by the members.

Section 2.04 *Special Meetings*. Special meetings of the members may be called at any time by the President, the Secretary, or by the Board of Directors. Special meetings shall 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 need not be called to consider any matter which is substantially the same as a matter voted on at any special 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. Upon receiving the written request, the Secretary shall inform the members who make the request of the reasonably estimated cost of preparing and mailing a notice of the meeting, and upon payment of these costs to the Corporation, the Secretary shall notify each member entitled to notice of the meeting.

Section 2.05 *Place and Time of Meetings*. Meeting of members may be held at any place in the United States and at such hour as may be set by the Board of Directors 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 Corporation in the State of Maryland at 7p.m.

Section 2.06 *Notice of Annual and Special 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, shall state the place, date and hour of the meeting and, unless it is an annual 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, personally or by mail, to each member entitled to vote at such meeting. The notice shall be given not less than ten (10) nor

more than ninety (90) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, directed to the member at his address as it appears on the records of the Corporation. Notice of a meeting contained in any Walt Whitman High School PTSA newsletter shall constitute adequate notice to any member to whose home 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 the Corporation may transact any business that might have been transacted at the original meeting.

Section 2.07 *Waivers of Notice*. Notice of any meeting need not be given to any member who, 1) before or after the meeting, signs a waiver of notice, which is filed with the records of meeting of members, or 2) is present at the meeting in person or by proxy.

Section 2.08 *Quorum*. Members entitled to cast one-fifth of the total number of votes entitled to be cast, represented in person or by proxy, shall constitute a quorum at a meeting of members for the transaction of any business.

Section 2.09 *Proxies*. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act by proxy, but no person other than a member shall be so authorized.

Every proxy must be signed by the member or such member's duly authorized attorney-in-fact. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 2.10 *Vote*. Each member in good standing shall be entitled to one vote at any meeting of the members.

Except as otherwise required by law or by the Articles of Incorporation, directors shall be elected by a plurality of the votes cast at a meeting of members or members entitled to vote in the election.

Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon.

Voting on all matters, including the election of directors or officers, may be conducted by mail.

Section 2.11 *Presiding Officer and Secretary.* At any meeting of the members, if neither the Chairman of the Board (if any), nor 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 is present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 2.12 *Informal Action by Members; Meeting by Conference Telephone.* Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the members at any annual or special meeting may be taken without a meeting if a unanimous written consent which sets forth the action signed by each member entitled to vote on the matter is filed with the records of members' meetings.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members may vote by mail without a meeting on a stated proposal or for the election of directors or any officers who are elected by the members.

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 conference telephone or similar communications 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 III

Board of Directors

Section 3.01 *Power of Board.* The business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 3.02 *Number of Directors.* The number of directors constituting the entire Board of Directors shall be not less than one (1) nor more than eighteen (18). The number of directors may be increased or decreased by amendment of the Bylaws, or by action of the Board as hereinafter provided. A majority of the entire Board of Directors may alter the number of directors set by the Articles of Incorporation or these Bylaws, provided that no decrease shall affect the tenure of office of any incumbent director, and provided further that there shall not be less than one director at all times. The principal and athletic director of Walt Whitman High School shall be directors *ex officio*.

Section 3.03 *Election and Term of Directors.* The initial Board of Directors shall be comprised of those directors named in the Articles of Incorporation. At each annual meeting of the members, the members shall elect directors, each director to hold office for a term of one year until the next annual meeting of the members and until his successor has been elected and qualified. The directors shall be elected so as to provide as broad a representation as feasible among the girls and boys athletic teams of Walt Whitman High School.

Section 3.04 *Newly-Created Directorships and Vacancies.* Newly-created directorships resulting from an increase in the number of directors, and vacancies occurring in the Board for any reason, may be filled, from the persons who are then members, by vote of the members at any annual or special meeting provided, however, if such vacancies are not so filled, the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the board of directors which results from any cause except an increase in the number of directors, and a majority of the entire board of directors may fill a vacancy which results from an increase in the number of directors. A director elected to fill a vacancy shall

hold office until the next annual meeting of the members and until his successor is elected and qualified. A director elected by the members to fill a vacancy which results from the removal of a director shall serve for the balance of the term of the removed director.

Section 3.05 *Removal of Directors* . Except as otherwise provided by law, any one or more of the directors may be removed with or without cause at any time by affirmative vote of a majority of the members entitled to vote in elections of directors.

Section 3.06 *Resignation*. Any director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specific therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

Section 3.07 *Quorum of Directors and Action by the Board*. Unless a greater proportion is required by law or by the Articles of Incorporation, one-third of the entire Board of Directors shall constitute a quorum for the transaction of business and, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board.

Section 3.08 *Meetings of the Board*. An annual meeting of the Board of Directors shall be held each year directly after the annual meeting of the members, for the election of officers and directors and for the transaction of such other business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Chairman of the Board, if any, the President or any two directors.

Meetings of the Board of Directors may be held at any place in or out of the State of Maryland as may be fixed in the notice of meeting for regular or special meetings.

A notice, or waiver of notice, need not state the business to be transacted at or the purpose of any regular or special meeting of the Board of Directors .

Notice of a meeting of the Board of Directors may be given verbally or by telephone and need not be given to any director who 1) signs a waiver of the notice which is filed with the records of the meeting, or 2) is present at the meeting.

Section 3.09 *Informal Action by Directors; Meetings by Conference Telephone.* Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a unanimous written consent which sets forth the action is 1) signed by each member of the Board of Directors, and 2) filed with the minutes of proceedings of the Board.

Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3.10 *Compensation of Directors* . The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

ARTICLE IV

Committees

Section 4.01 *Executive Committee and Other Committees.* The Board of Directors, may appoint from among its members an Executive Committee and other committees, each consisting of two or more directors, and delegate to the director members of the committees any of the powers of the Board, except the power to 1) recommend to the members any action which requires approval by the members, 2) amend the Bylaws, and 3) approve any merger which does not require approval by the members.

The director members of any committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent director member.

With the exception of the Executive Committee, each committee may choose as members additional persons from among the membership of the Corporation.

Section 4.02 *Committee Rules.* Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of director members of each committee shall constitute a quorum for the transaction of a business, the vote of a majority of the director members present at a meeting if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article III of these Bylaws.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if a written unanimous consent which sets forth the action taken is 1) signed by each director member of the committee, and 2) filed with the minutes of proceedings of such committee.

Members of a committee of the Board may participate in a meeting of the committee by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means constitutes presence in person at the meeting.

Section 4.03 *Service of Committees.* Each committee of the Board of Directors shall serve at the pleasure of the Board.

Section 4.04 *Records.* Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records.

ARTICLE V

Officers, Agents and Employees

Section 5.01 *Officers.* The Board of Directors shall elect a President, a Vice-President, a Secretary and a Treasurer, and it may, if it so determines, elect such other officers and may give any of them such further designation or alternate titles as it considers desirable. Any two or more offices except those of President and Vice-President may be held by the same person.

Section 5.02 *Term of Office and Removal.* Each officer shall hold office for one year and until a successor has been elected and qualified. All officers shall be elected at the annual meeting of the Board. Any officer may be removed by the Board of Directors if in the judgment of the Board, the best interest of the Corporation will be served.

Section 5.03 *Resignation.* Any officer may resign at any time by giving written notice to the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

Section 5.04 *Powers and Duties of Officers.* Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board, and, to the extent not so provided, as generally pertain to their respective offices.

Section 5.05 *Agents and Employees.* The Board of Directors may appoint agents and employees who shall have authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.06 *Compensation of Officers, Agents and Employees.* The Corporation shall not pay any compensation to officers for services rendered to the Corporation, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VI

Miscellaneous

Section 6.01 *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 of Directors.

Section 6.02 *Corporate Seal.* The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Maryland" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 6.03 *Check, Notes, Contracts.* The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.04 *Books and Records.* The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation,

and current list of the members, directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 6.05 *Amendment of Articles of Incorporation and Bylaws.* The Articles of Incorporation of the Corporation may be adopted, amended or repealed in whole or in part by a majority vote of the the directors then in office. The Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by a majority vote of the Board of Directors then in office.

Section 6.06 *Indemnification and Insurance.* The Corporation may indemnify any director who has been successful, on the merits or otherwise, in the defense of any proceeding described below against reasonable expenses incurred by the director in connection with the proceeding, or as a court of competent jurisdiction shall determine. The Corporation may indemnify any director, or any former director, any person who may while a director of the Corporation, have served at its request as a director, officer, partner, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise and may, by resolution of the Board of Directors, indemnify any officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which he may be or is made a party by reason of being or having been such director, officer, 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, employee or agent was material to the cause of action adjudicated in the proceeding and was either (1) committed in bad faith or was the result of active and deliberate dishonesty, or (2) the director, employee or agent actually received an improper personal benefit in money, property or services, or (3) in the case of any criminal proceeding, the director, officer, 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, judgements, penalties, fines, settlements and reasonable expenses actually incurred by such director, officer, employee or agent. The Corporation may pay or reimburse reasonable expenses in advance of the final disposition of the proceeding upon written receipt by the Corporation of a written affirmation by the director of the director's good faith belief that the standard of conduct necessary for indemnification by the Corporation has been met, and written undertaking by or on behalf of the director to repay the amount if it shall ultimately be determined that the standard of conduct has been met.

The provisions of this Article shall be applicable to 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 indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or agent of the Corporation, or who while a director, officer, employee or agent of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against and incurred by him arising out of such person's position, whether or not the Corporation would have the power to indemnify such persons against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or 4945(d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.