

## BY-LAWS

### WATKINS MILL HIGH SCHOOL BOOSTER CLUB, INC.

#### Article I: Name

The name of the non-profit, non-stock corporation is "Watkins Mill High School Booster Club, Inc.", and shall be referred to hereinafter as the "Booster Club."

#### Article II: Offices

##### A. Principal Office.

The principal office of the Booster Club shall be in the Watkins Mill High School, 10301 Apple Ridge Road, Gaithersburg, Maryland 20879.

##### B. Other Offices.

The Booster Club may also have an office or offices in such other place or places as the business of the Booster Club may require and the Board of Directors may from time to time appoint.

#### Article III: Members

##### A. Membership.

###### 1. Voting Members.

Any individual interested in the purposes of the Booster Club and willing to support the Booster Club Purposes and Policies and these By-Laws, may become a voting member upon payment of annual dues.

2. Non-voting Members.

Any person or organization who contributes to or supports the Booster Club may become an honorary, non-voting member.

3. Revocation of Membership.

A membership may be revoked or suspended if, in the opinion of a two-thirds majority of the members present at a semi-annual or special meeting, the purposes, policies or By-Laws of the Booster Club have been violated. Members of the Booster Club must be advised specifically at least three days prior to the meeting at which such a vote is taken, that a vote on the suspension or a revocation of a member will be on the agenda.

4. Annual Dues.

Annual dues shall be set by the Board of Directors.

B. Meetings.

1. Semi-annual Meetings.

There shall be no fewer than two general membership meetings of the Booster Club each year, one in the Fall and one in the Spring. Among the items to be considered at the Fall meeting shall be the budget. Among the items to be considered at the Spring meeting shall be the election of officers.

2. Special Meetings.

Special meetings of the members may be called at any time for any purpose or purposes by the President, the Vice President or by a majority of the Board of Directors, and shall be called forthwith by the President, the Vice President, the Secretary or any Director of the Booster Club or upon a request to the Secretary by a majority of all the members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting.

Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

3. Place of Meetings.

Semi-annual meetings of members shall be held at the principal office of the Booster Club. Special meetings of the Members may take place or be supplemented by electronic means such as telephone, video-teleconference, internet, or email at the discretion of the meeting chairperson.

4. Notice of Meetings.

Notice of semi annual or special meetings of the members shall be distributed at least ten (10) days before the meeting. Notice of the Fall meeting shall be in a manner that notifies a maximum number of households in the Watkins Mill High School service area. Notice of other meetings shall be in a manner that notifies a maximum number of members. Each such notice shall state the place, date, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof. Written notice of meetings by electronic transmission such as email, internet posting, and flyer shall be permitted.

5. Quorum.

A quorum at a general membership meeting shall consist of those present who are eligible to vote and who express that privilege.

6. Conduct of Meetings.

General membership meetings shall be presided over by the President of the Booster Club or, if he or she is not present, by the Vice President, or, if neither of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Booster Club shall act as secretary of such meeting; in the absence of the Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

7. Voting.

At all meetings of members, every member present shall have one vote. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law or by these By-Laws. If the chairman of the meeting shall so determine, a vote may be taken upon any matter. Balloting may be conducted in person or by electronic means, such as by email, internet, or other at the discretion of the chairman.

Article IV: Organization

A. Board of Directors.

1. General Powers.

The property and business of the Booster Club shall be managed under the direction of the Board of Directors of the Booster Club.

2. Number and Term of Office.

The number of the Directors shall be nine (9) or such other number, but not less than five (5) nor more than fifteen (15), as may be designated from time to time by resolution of a majority of the members at a semi-annual meeting or special meeting called for that purpose. The directors shall serve for a period of one (1) year or until the next semi-annual meeting in the Spring.

Directors other than Officers shall be Committee Chairs and shall be appointed by the President.

3. Composition of the Board.

The Board of Directors shall include:

1. The Officers of the Booster Club.
2. The Principal of Watkins Mill High School or designee.
3. Committee Chairs

#### 4. Filling of Vacancies

In the case of any vacancy in the Board of Directors other than the School Principal, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office from the un-expired portion of the term of the director whose place shall be vacant and until the election of his or her successor.

#### 5. Removal of Director.

Any Director may be removed from office with or without cause by the affirmative vote, at any special meeting or semi-annual meeting of members, of a two-thirds majority of the members entitled to vote.

#### 6. Place of Meeting.

The Board of Directors may hold their meetings, have one or more offices and keep the books of the Booster Club at such place or places within Montgomery County, Maryland, as it may from time to time determine by majority vote of the directors. The Board of Directors may vote for and hold its meetings by telephone, video teleconference, internet or other electronic communications equipment in accordance with the provisions of Maryland Corporation Law.

#### 7. Regular Meetings.

The Board of Directors shall agree to a schedule governing the time and place of their Regular Meetings for the year and shall announce this schedule to Members at the semi-annual Fall meeting. Advance notice of regularly scheduled meetings may be distributed seven (7) days before regularly scheduled meetings in a manner that notifies a maximum number of Directors. Notices shall state the place, date and time of the meeting. Notice of Regular meetings of the Directors may be by electronic means such as email.

Any business may be transacted at any regular meeting of the Board. All Booster Club Members may attend Board of Directors meetings. Only Directors may vote at Board of Directors meetings.

#### 8. Special Meetings.

Any member of the Board of Directors may call a special meeting. Advance notice of special meetings shall be distributed by the Secretary to the Directors seven (7) days before the meeting. The notice shall state the place, date and time of the meeting, and shall state briefly the purpose or purposes thereof. Notice of Special meetings of the Directors may be by electronic means.

#### 9. Quorum.

A majority of the whole number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. Presence of Directors at meetings may be by electronic means such as email, telephone or video teleconference.

#### 10. Voting

Voting during any regular or special meeting of Directors may be by electronic means.

#### 11. Non-Compensation of Directors.

Directors shall not receive any salary for their services as such.

### B. Officers.

#### 1. Election, Tenure and Non-Compensation.

The officers of the Booster Club shall be a President, Vice- President, Secretary, Treasurer, and a Director of Committees. The officers shall be elected annually by the Members at its semi-annual meeting in the Spring. All officers shall be Directors. The officers shall not receive any

compensation or salary. In the case of any vacancy in any office, the Board of Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the un-expired portion of the term of the officer whose place shall be vacant, and until the election by the Members of his successor at the next Spring semi-annual meeting.

2. Powers and Duties of the Officers.

a. President.

The President shall preside at all meetings of the Board of Directors, shall sign all agreements, shall report to the semi-annual meetings of the Booster Club Members covering the operation of the Booster Club and shall appoint various committee chairpersons .

b. Vice-President.

The Vice-President shall act as parliamentarian, perform such duties as may be assigned by the President and act in the absence or disability of the President.

c. Secretary.

The Secretary shall maintain, as approved minutes, an up-to-date record all meetings held by the general Membership and the Board of Directors and all of the business conducted by the Booster Club and distribute all notices of meetings. The Secretary shall manage all Booster Club correspondence and intra-organizational affairs.

d. Treasurer.

The Treasurer shall have the custody of all money of the Booster Club, shall deposit the same to account in the name and to the credit of the Booster Club, shall disburse funds as provided by the Board of Directors, shall keep full and accurate account of all receipts and disbursements and shall perform such other duties as are incident to the office.

e. Director of Committees

The Director of Committees shall represent, manage and guide the Committees as a group and individually; to ensure that the Committees meet their objectives optimally and in accordance with Federal, State and County Laws and Policies, and in accordance with the Purposes, Bylaws and Policies of the WMHS Boosters Club.

C. Election of Officers.

1. Nomination and Election of Officers and Directors.

The Board of Directors shall elect a Nominating Committee, consisting of at least three (3) Directors who are not officers, no later than thirty (30) days prior to the Spring meeting of Members. The Nominating Committee shall solicit from members candidates for Booster Club Officers, shall select from among these candidates nominees for the Officers, and shall present the nominees for election by the Members at the Spring semi Annual meeting.

Article V: Corporate Seal

In the event that the president shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have the corporate name inscribed thereon, the year of its organization and the word "Maryland."

Article VI: Amendments

Amendments to these By-Laws shall be adopted by a majority vote of the members of the Board of Directors, provided written notice of the proposed amendment or amendments shall have been provided each member of the Board of Directors at least seven (7) days prior to the Board of Directors meeting at which the amendment(s) is to be considered for adoption.

Article VII: Other Governing Documents

Other documents governing the activities of the WMHS Booster Club include, but are not limited to:

WMHS Booster Club CHARTER