

BYLAWS  
OF THE  
B-CC HIGH SCHOOL SPORTS BOOSTERS, INC.

Article 1: Name and Location

Section 1: Name

The name of this organization shall be the “B-CC High School Sports Boosters, Inc.,” hereinafter referred to as the “Booster Club.”

Section 2: Principal Location

The principal address of the Booster Club shall be c/o Bethesda Chevy Chase High School, 4301 East-West Highway, Bethesda, Maryland 20814.

Article 2: Purpose

The purpose of the Booster Club shall be as specified in the Articles of Incorporation, as amended.

Article 3: Membership and Dues

Section 1. Eligibility for Membership

Membership in the Boosters Club shall be open to any person committed to the stated purpose of the Booster Club and willing to support its policies. Such person shall become a member of the Boosters Club upon payment of annual dues. Membership shall be made available without regard to race, color, creed, sexual orientation, or national origin.

Section 2. Term of Membership

Membership shall be annual and shall be effective for a year, or the remaining portion thereof, upon payment of the annual membership dues.

Section 3. Revocation of Membership

Membership in the Boosters Club may be revoked or suspended by a vote of a two-thirds majority of the Board of Directors if it is determined that a member has acted in a manner that is inconsistent with the Articles of Incorporation or the Bylaws of the Boosters Club. The affected member and the Board of Directors must be advised at least five (5) days prior to a meeting that a vote on suspension or revocation of membership will be on the agenda. Membership may be reinstated upon terms and conditions that may be set by the Board of Directors.

#### Section 4. Annual Dues

The Board of Directors of the Boosters Club shall set annual membership dues.

#### Section 5. Voting by Members

Membership in the Boosters Club shall entitle each member to have one vote. There shall be no proxy voting. Members shall be entitled to vote to elect the Board of Directors and the Executive Officers of the Boosters Club, and to vote on issues referred to the members by the Board of Directors. Except as otherwise provided in the Articles of Incorporation or these Bylaws, decisions shall be made by the vote of a majority of those present and eligible to vote at any meeting at which there is a quorum. A quorum at any meeting of the membership shall consist of those persons present who are eligible to vote and who express that privilege, including those members who serve as Directors of the Boosters Club.

### Article 4. Organization

#### Section 1. Board of Directors

- (a) General: The Board of Directors shall manage the property, business and affairs of the Boosters Club. The Board of Directors shall be responsible for carrying out the purposes of the Boosters Club and for setting its policies and procedures.
- (b) Election: The Board of Directors shall be elected at the annual meeting of the Boosters Club members.
- (c) Eligibility: Directors (other than the Principal or the Principal's designee to the Board) must be members of the Boosters Club.
- (d) Composition and Number: The Board of Directors shall be composed of the following: the Executive Officers, the Committee Chairpersons, and the person then serving as school Principal of Bethesda-Chevy Chase High School, or said Principal's designee. The Board of Directors shall determine the specific number of Directors from time to time.
- (e) Term: Each Director (other than the Principal or the Principal's designee to the Board) shall hold office for a term of one year or until a successor is duly elected.
- (f) Removal: A Director may be removed with or without cause by the affirmative vote of two-thirds of the members present at a meeting and entitled to vote.
- (g) Resignation: A Director may resign from the Board of Directors and from any office that he or she may hold by delivering written notice to the Board of Directors.

(h) Vacancies: In the case of vacancies that arise between annual meetings, the remaining Directors, by affirmative vote of a majority thereof, may elect a successor to hold office for the remainder of the term.

(i) Compensation: The Directors of the Boosters Club shall serve without compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for all expenses reasonably incurred on behalf of the Boosters Club.

## Section 2. Executive Officers

(a) General: The Executive Officers of the Boosters Club shall be a President, a Vice-President, a Secretary, and a Treasurer. The same person may hold any two or more offices except those of President and Vice-President. The President, Vice-President, Secretary, and Treasurer shall serve until their successors are elected, unless sooner removed. The Board of Directors may appoint other officers to serve in various functions from time to time.

(b) President: The President shall preside at the meetings of the members and of the Board of Directors, sign all contracts and agreements in the name of the Boosters Club, serve as the representative of the Boosters Club, appoint Committee Chairpersons, and otherwise perform all of the duties that are ordinarily the function of the office or that are assigned by the Board of Directors.

(c) Vice President: The Vice-President shall perform the duties of the President if the President is unable to do so, and shall perform such other tasks as are assigned by the President.

(d) Secretary: The Secretary shall be responsible for the record keeping affairs of the Boosters Club, which includes keeping accurate minutes of all meetings, keeping a current copy of the Bylaws and the Articles of Incorporation, distributing notices of meetings to the members, maintaining a current roster of members in order to determine eligibility for voting, and preparing and counting any necessary ballots. The Secretary shall perform such other tasks as are assigned by the President.

(e) Treasurer: The Treasurer shall be responsible for the financial affairs of the Boosters Club, which includes overseeing the receipt, deposit, recordation, disbursement and reimbursement of funds, the opening and closing of bank accounts, the preparation of books, records, and financial reports, and the preparation and filing of federal and state tax reports. The Treasurer shall perform such other tasks as are assigned by the President.

## Section 3: Committees

The Board of Directors may create such committees with such powers as it deems necessary to have. The President shall appoint the Chairpersons of such committees from the members of the Board of Directors. Committees of the Board may include

people who are not otherwise members of the Board of Directors. Committees shall report to the Board of Directors.

## Article 4: Meetings

### Section 1: Meetings of the Membership

(a) Annual Meeting of the Membership: The Annual Meeting of the Boosters Club shall be held in May of each year. At this meeting, the members of the Booster Club shall vote on the election of the Board of Directors and the Executive Officers for the following year, and may vote on other matters that require a vote of the membership.

(b) Regular Meetings of the Membership: The Board of Directors shall set the schedule, including time and place, for the regular meetings of the membership for each year.

### Section 2: Meetings of the Board of Directors

(a) Schedule: The Board of Directors shall set the schedule, including time and place, for the regular meetings of the Board for each year.

(b) Voting and Quorum at Board of Directors Meetings: Except as otherwise provided in the Articles of Incorporation or these Bylaws, decisions of the Board of Directors shall be made by a vote of a majority of those present and eligible to vote at any meeting at which there is a quorum. A quorum at a meeting of the Board of Directors shall consist of a majority of the number of Directors. If there is an even number of Directors, 50% shall constitute a quorum for Board meetings. Directors may be present at and participate in Board of Directors meetings by electronic means provided that all persons participating in the meeting can hear each other at the same time.

(c) Action Without a Meeting: Any action that may properly be taken by the Board of Directors at a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is affirmed by a majority of the Directors entitled to vote with respect to the action. Actions proposed and considered in such a manner shall be delivered to the Board of Directors electronically via email. Each director shall confirm receipt of notice of the proposed action. Such action shall have the same force and effect as a vote of the Directors made at a meeting, and a record of the vote shall be filed with the minutes of the Boosters Club.

### Section 3: Special Meetings

The President, or any three Directors, of the Boosters Club may call for a special meeting of the membership or of the Board of Directors, as the business of the

Boosters Club requires. Business at special meetings shall be confined to the purpose of the meeting as stated in the notice of the meeting.

#### Section 4: Notice

(a) Notice of Regular Meetings: The Secretary of the Boosters Club shall publish the written notice of the regular meetings of the membership and the Board of Directors in a manner that is intended to notify the maximum number of current members of the Boosters Club.

(b) Notice of Annual Meeting: Written notice of the agenda of the Annual Meeting, including the proposed slate of the Board of Directors and the Executive Officers, shall be published in the ordinary manner used for regular meetings of the membership, and shall be sent by email to the membership as it is constituted at least ten (10) days before the Annual Meeting.

(c) Notice of Special Meetings: Written notice of special meetings of the membership shall state the purpose of the meeting. Such notice shall be published in the ordinary manner used for regular meetings of the membership, and shall be sent by email to the membership as it is constituted as of the most recent practicable date. Notice of special meetings of the Board of Directors shall state the purpose of the meeting. Such notice shall be published in the ordinary manner used for regular meetings of the Board of Directors, and shall be sent by email to the Board of Directors.

(d) Methods of Notice: The Board of Directors shall set a policy and procedure for establishing the distribution list of members of the Boosters Club entitled to receive notice under these Bylaws. Except as set forth herein, written notice under these Bylaws may be sent by email, or may be publicized by Internet posting or such other form of publication as is commonly used by the Bethesda Chevy Chase High School community of students, parents, and administrators.

#### Section 5: Conduct of Meetings

The President of the Boosters Club shall conduct the regular and special meetings of the membership and of the Board of Directors in an informal manner. In the case of a dispute, the latest edition of Roberts' Rules of Order shall govern the proceedings if not otherwise provided for by these Bylaws.

### Article 5: Miscellaneous

#### Section 1: Fiscal Year

The fiscal year of the Boosters Club shall be from July 1 to June 30.

Section 2: Indemnification

The Boosters Club may indemnify Directors, officers and agents to the fullest extent permitted or required by the General Laws of Maryland.

Section 3: Amendments

These Bylaws may be amended by the two-thirds vote of the Board of Directors.

The Board of Directors of the B-CC HIGH SCHOOL SPORTS BOOSTERS, INC. adopted these Bylaws on this \_\_\_\_\_ day of \_\_\_\_\_, 2018.