

AMENDMENT TO THE BYLAWS OF
MAGGIE L. WALKER GOVERNOR'S SCHOOL ATHLETIC BOOSTER CLUB

THIS AMENDMENT to the Bylaws of Maggie L. Walker Governor's School Athletic Booster Club is made this _____ day of _____, 2006 by the Maggie L. Walker Governor's School Athletic Booster Club, a Virginia Nonstock corporation (the "Corporation").

WHEREAS, the Articles of Incorporation of the Corporation were filed with and admitted to the records of the State Corporation Commission on November 5, 1997;

WHEREAS, the Articles of Incorporation of the Corporation were amended on November 27, 2001 to change the name of the Corporation to Maggie L. Walker Governor's School Athletic Booster Club and to change the required number of persons who shall make up the Board of Directors for the Corporation;

WHEREAS, on December 4, 2001, the State Corporation Commission ordered a Certificate of Amendment confirming the November 27, 2001 Amendment be issued and admitted to the record with the Corporation's Articles of Incorporation in the Office of the Clerk of the State Corporation Commission;

WHEREAS, pursuant to Article VI of the Bylaws of the Corporation, the power to amend, alter or repeal the Bylaws of the Corporation or to adopt new Bylaws shall be vested exclusively in the Board of Directors;

WHEREAS, it is the Board of Director's desire on behalf of the Corporation to amend the Bylaws of the Corporation to further the governance of the Corporation; and

WHEREAS, at a duly noticed special meeting of the Membership, at which a quorum of the Board of Directors was present, held on _____, 2006, this Amendment to the Bylaws was approved by the majority of the Directors present at the meeting;

NOW, THEREFORE, in consideration of the foregoing, and in accordance with the Virginia Nonstock Corporation Act, the Bylaws of the Corporation are hereby amended as follows:

BYLAWS

OF

MAGGIE L. WALKER GOVERNOR'S SCHOOL ATHLETIC BOOSTERS CLUB

ARTICLE I - DIRECTORS

1. **General Powers.** The business and affairs of the Corporation shall be managed by the Board of Directors (the Board). Corporate powers shall be exercised by the Board except as otherwise provide by these Bylaws, by the Articles of Incorporation, or by law.

2. **Number and Qualification of Directors.** The Board shall consist of at least three individuals. The Board shall include the President, who shall serve as Chairman of the Board, the Secretary, and the Treasurer, and may include the Vice President, the chairman of any fund raising committee, or any other person selected by the Directors in their discretion.

3. **Election of Directors.** Directors shall be elected or appointed by a plurality of the votes of the Members of the Corporation at the Corporation's annual meeting of Members ("Annual Meeting").

4. **Place of Meeting.** The Board may hold its meetings within the Commonwealth of Virginia at such place or places as the Board may from time to time determine or (unless contrary to resolution of the Board) at such place as shall be specified in the respective notice or waivers of notice thereof.

5. **Regular Meeting.** Regular meetings of the Board may be held at such times as may be fixed from time to time by action of the Board for the transaction of such business as may properly come before the meeting.

6. **Special Meeting.** Special meetings of the Board shall be held whenever fixed by resolution of the Board or upon call of the Chairman of the Board, the President, or any two or more directors, or, at the direction of any of the foregoing, by the Secretary.

7. **Notice of Meetings.** No notice of the regular meetings of the Board shall be required. Notice of any special meeting shall be communicated in person, by telephone, telegraph, teletype, electronic mail, facsimile, or other form of wire or wireless communication, or by mail or private carrier to each Director at his residence or usual place of business at least three days before the date of the meeting or given by telephone at least two days before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of the meeting.

8. **Actions Without Meeting.** Any action that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by all of the Directors before or after the action is to become effective. The Directors' consent shall have the same force and effect as a unanimous vote.

9. **Meeting by Conference Telephone.** Meetings of the Board or any committee by conference telephone or similar communications equipment shall be permitted and participation by such means shall constitute presence in person at any such

meeting.

10. **Director Quorum For Board Action.** A majority of the Directors in office before a meeting begins shall constitute a quorum for the transaction of business at such meeting. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum is obtained. The directors shall act only as a Board and the individual directors shall have no power as such.

11. **Compensation.** The Directors of the Corporation shall not be entitled to any compensation for their services but shall be reimbursed for any reasonable, out-of-pocket expenses.

12. **Organization.** At each meeting of the Board, the President of the Corporation, or, in the President's absence, the Vice-President or a director chosen by a majority of the directors present, shall preside as Chairman. The Secretary of the Corporation, or an Assistant Secretary, or, in the discretion of the Chairman, any person appointed by him, shall act as secretary of the meeting.

13. **Resignation.** Any Directors of the Corporation may resign at any time, orally or in writing, by notifying the President or the Secretary of the Corporation. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE II - OFFICERS

1. **General.** The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer and, if deemed advisable by the Board, one or more Vice President, Assistant Secretaries and Assistant Treasurers. Any person may hold any two or more offices simultaneously. The election of a person as an officer of the Corporation shall constitute the election of such person to the Corporation's board of directors.

2. **Election.** The officers shall be elected at the Annual Meeting. All officers shall serve until the Annual Meeting following their election and until their successors are elected. At each Annual Meeting, the Members shall elect officers to fill vacancies occurring at that meeting.

3. **President.** The President shall be the chief executive officer of the Corporation and shall be primarily responsible for implementing the policies and procedures established by the Board. The President shall preside at meetings of the Board, supervise the other officers and any agents and employees of the Corporation, perform such other duties as may be prescribed from time to time by the Board, and have all other powers and duties that pertain to the position of chief executive officer.

4. **Secretary.** The Secretary shall certify the actions of the Board when necessary, keep the minutes of the Board, maintain the records of the Corporation, give notice of any meetings of the Board, and have such other powers and duties as may be prescribed by the Board from time to time.

5. **Treasurer.** The Treasurer shall have custody of all operating funds of the Corporation and shall see that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of those transactions are presented promptly to the Board. Checking and/or savings accounts shall be maintained in the name of the Corporation and withdrawal of funds shall require signature of two officers.

6. **Vice President and Other Assistant Officers.** Vice presidents and other assistant officers shall have such powers and duties as the Board may prescribe from time to time. Assistant officers may, in the absence of the officers they assist, exercise the authority of those officers. In the event of a vacancy in any assisted office, the assistant officer having the greatest period of service in office shall assume the powers and duties of the vacant office.

7. **Removal of Officers.** Any officer may be removed from office with or without cause whenever the Board in its absolute discretion shall consider that his removal will serve the best interest of the Corporation. Removal of an individual from office shall not cause the individual to be removed from the Board. Any agent appointed otherwise than by the Board may be removed with or without cause at any time by any officer having authority to appoint him whenever that officer in his absolute discretion shall consider that the agent's removal will serve the best interest of the Corporation. Election or appointment of an officer or agent shall not of itself create contract rights.

8. **Compensation.** The officers of the Corporation shall not be entitled to any compensation for their services but shall be reimbursed for any reasonable, out-of-pocket expenses.

9. **Vacancies.** A vacancy in any office caused by death, resignation, removal, disqualification, or any other reason shall be filled for the unexpired portion of the term by vote of the Board.

ARTICLE III - ANNUAL MEMBERSHIP

1. **Members' Powers.** Annual members shall be entitled to participate in the activities of the Corporation, including voting rights in the Corporation and shall be "members" within the meaning of Section 13.1-803 of the Virginia Nonstock Corporation Act.

2. **Eligibility for Membership.** Persons who have applied for membership and have made cash contributions in the amount of \$10.00 (or such other amount as determined by the Board) shall be admitted to annual membership.

3. **Annual Meeting.** An Annual Meeting shall be held at such place as determined by the Board on the third Monday of May of each year, unless otherwise determined by the Board by resolution.

4. **Quorum of Members.** No minimum number of members is necessary for quorum of any meeting. The act of a majority of the members present at any meeting shall be an act of the membership.

ARTICLE IV - COMMITTEES

1. **Executive Committee.** The Board may appoint an Executive Committee, consisting of the President and two or more other members of the Board, which may, to the extent consistent with law, exercise the authority of the Board between meetings of the Board. The Executive Committee may establish its own rules for holding and conducting meetings not inconsistent with law, the Articles of Incorporation or these Bylaws.

2. **Other Committees.** The Board may create an audit committee, a fund-raising committee, an awards committee, a nominating committee, and such other committees as it may deem appropriate and appoint as committee members any persons (whether or not they are members of the Board) and may fix and prescribe their rights, duties, power, authority, and terms of office.

3. **Actions Without Meeting.** Any action that may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the members of the committee before or after the action is to become effective. The members' consent shall have the same force and effect as a unanimous vote.

ARTICLE V - CONTRACTS, BANK ACCOUNTS, ETC.

1. **Execution of Contracts and Other Documents.** The Board or any duly authorized Committee of the Board, except as by law or by these Bylaws otherwise required, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute any deed or other instrument, and any such authority may be general or confined to specific instances.

2. **Loans.** Any officer or officers, or agent or agents of the Corporation thereunto authorized by the Board or by any duly authorized Committee of directors, may effect loans or advances at any time for the Corporation, in the ordinary course of the Corporation's business, from any bank, trust company or other institution or from any firm, corporation, or individual and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidence of indebtedness of the Corporation, and when authorized so to do may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board or any duly authorized Committee of the Board

may be general or confined to specific instances.

3. **Checks, Drafts, etc.** All checks, drafts, and other orders for payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board or any duly authorized Committee of the Board.

4. **Deposits.** The funds of the Corporation not otherwise employed shall be deposited to the order of the Corporation in such banks, trust companies or other depositories as the Board or any duly authorized Committee of the Board may from time to time select, or as may be selected by an officer or officers, or agent or agents of the Corporation to whom such power may from time to time be delegated by the Board or any duly authorized Committee of the Board.

ARTICLE VI - AMENDMENT OF BYLAWS

The power to alter, amend or repeal the bylaws of the Corporation or to adopt new bylaws shall be vested exclusively in the Board.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Bylaws of the Corporation.

Witness:

Maggie L. Walker Governor's School
Athletic Booster Club

Secretary

President