

BYLAWS of SKYLINE HIGH SCHOOL BOOSTER CLUB

A Washington Nonprofit Corporation

The following are the duly adopted Bylaws of Skyline High School Booster Club (the “Corporation”):

ARTICLE I

MEMBERSHIP

Section 1 MEMBERS

The Corporation shall have Voting Members and Honorary Members, as provided for in the Articles of Incorporation.

Section 2 VOTING RIGHTS OF MEMBERS

The voting rights of members shall be as provided for in the Articles of Incorporation.

Section 3 QUALIFICATION OF VOTING MEMBERS

The Board of Directors may time to time shall establish the dues payable as a condition of Voting Member status, and determine when such dues shall be payable.

Section 4 MEETINGS

An annual meeting of the members shall be held during the months of either May or June of each year, and regular meetings of the members shall be held during the months of September, November, and January, in each case at such specific time and place within King County, Washington as may be designated by the President or by a majority of the Directors (with Skyline to be the location of such meetings whenever reasonably practical). The President (or the Vice-President in the President’s absence) shall preside at all meetings of members of the Corporation.

ARTICLE II

DIRECTORS

The business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. At the initial meeting of Voting Members at which a Board of Directors is elected, and at each annual meeting of Voting Members, an election shall be held to fill the following offices:

President
Vice President
Secretary
Treasurer
Chair, Membership Committee
Chair, Fund-Raising Committee
Chair, Budget and Finance Committee

The persons elected to such seven offices shall constitute the Board of Directors. More than one person may be elected as co-occupants of any such office (for example, as Co-President, etc.), in which case each such person may participate at all Board of Directors meetings, but only one such person at any meeting of the Board of Directors shall be entitled to vote on any matter.

Section 2 COMMITTEES

The Board from time to time may establish and delegate responsibilities for the management of the affairs of the Corporation to one or more additional committees, each consisting of a chairperson (selected from among the members of the Board of Directors) and other persons approved by the Board of Directors (who need not be Board members), provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the subject to the ultimate direction of the entire Board of Directors; and provided further, that the Board of Directors may elect in any instance to submit any matter to the members of the Corporation for their approval. The following standing committees, whose members (other than the Chair) shall be appointed by the Board of Directors, shall be maintained and shall have the following responsibilities:

Membership Committee

Develop, recommend to the Board, and implement plans and strategies to attract and obtain new Voting Members; nomination of one or more persons to fill each Board position at annual meetings of members.

Fund-Raising Committee

Develop, recommend to the Board, and implement plans and strategies to raise funds.

Budget and Finance Committee

Develop and present to the Board for its approval an annual budget; advise and make recommendations to the Board with respect to other budgetary and fiscal matters.

Section 3 NUMBER AND QUALIFICATION

The Board of Directors following the first meeting of members shall consist of the seven officers referenced in Section 1 above this Article. The number of directors may be increased or decreased (to no less than five (5) directors) by resolution of the majority of the Board of Directors or by vote of the Voting Members of the Corporation, provided, however, that no such resolution may shorten the term of an incumbent director.

Section 4 APPOINTMENT AND TENURE OF OFFICE

Each member of the Board of Directors shall serve in office until the election of a successor to his or her position. If any Board position is vacated prior to the expiration of the term of the director holding it, the position shall be filled by vote of the remaining members of the Board of Directors for the remainder of the term of the vacant position.

A Board member may be removed only by action of the Voting Members at a meeting of members called for such purpose.

ARTICLE III

MEMBERS OF DIRECTORS

Section 1 PLACE OF MEETINGS

Meetings of the Board of Directors may be held at any place within King County, State of Washington, which has been designated in the notice of the meeting.

Section 2 ANNUAL AND REGULAR MEETINGS

The annual meeting of the Board of Directors shall be a regular meeting and shall be held immediately following the annual meeting of the members of the Corporation. Additional regular meetings of the Board of Directors shall be held at such times and places as may be designated by the President or by a majority of the Directors.

Section 3 SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose or purposes may be called by the President or by a majority of the Board of Directors.

Section 4 NOTICE OF SPECIAL MEETINGS

Special meetings of the Board of Directors shall be held upon two (2) days' written notice by mail or forty-eight (48) hours' notice delivered personally or by telephone, electronic mail or fax. Neither the Articles of Incorporation nor these Bylaws may dispense with notice of a special meeting, but lack of actual notice will not invalidate actions taken at a special meeting if a quorum is present.

Section 5 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all directors shall individually consent in writing to that action. Such action by written consent shall have the same force and effect as an affirmative vote of the Board of Directors.

Section 6 QUORUM

A majority of the Board of Directors (exclusive of any vacant positions) constitutes a quorum of the Board of Directors for the transaction of the Board.

Every action taken or decision made by a majority of the directors present at a meeting, notice of which was given in accordance with these Bylaws (where required) and at which a quorum is present, is a binding act or decision of the Board.

Section 7 USE OF COMMUNICATIONS EQUIPMENT

Meetings of the Board of Directors may be convened by conference telephone or similar communications equipment, so long as all directors participating in such meetings can hear one another.

Section 8 COMPENSATION OF DIRECTORS

Directors, as such, shall not receive compensation for their services; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in another capacity and receiving compensation therefore.

Section 9 ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting of the Board of Directors to another time and place.

ARTICLE IV

OFFICERS

Section 1 OFFICERS

The officers of the Corporation shall be as indicated in Article 2, Section 1 above. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed by the Board of Directors.

Section 2 ELECTION AND TERM OF OFFICE

Each officer shall hold office until a successor is duly elected in the manner provided for by these Bylaws, or until such earlier time as he or she resigns, is removed or is otherwise disqualified or unable to serve.

Section 3 REMOVAL

An officer who is also a member of the Board of Directors may be removed from his or her office only by removal of such person from the Board of Directors in the manner provided for by these Bylaws. Any other officer may be removed from his or her office by a majority of the directors at any regular or special meeting of the Board of Directors, or by unanimous written consent of all directors.

Section 4 VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the remaining Directors at a special meeting of the Directors.

Section 5 PRESIDENT

The President shall be the chief executive officer of the Corporation, shall be subject to the control of the Board of Directors, and shall have general supervision, direction and control of the business and affairs of the Corporation. The President shall preside at the meetings of the Board of Directors. The President shall be *ex officio* a member of all standing committees, and shall have the general powers and duties of management usually vested in the office of president of a corporation. The President shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 6 VICE-PRESIDENT

In the absence or disability of the President (or, if these by co-Presidents, of all co-Presidents), the Vice-President shall perform all the duties of the President; and, when so acting, the Vice-President shall have all the powers of the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Bylaws.

Section 7 SECRETARY

The Secretary shall keep, or cause to be kept, at the registered office of the Corporation or at such other place as the Board of Directors may specify, a book of minutes of all meetings of Directors, with the time and place of holding, whether regular or special, the names of those present at those meetings, and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all the meetings of the members or of Board of Directors required by the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. Notice of meetings of members need not be sent by mail, but shall be deemed sufficient if published in a school newsletter or in other printed materials disseminated to the families of Skyline students.

Section 8 TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its liabilities, receipts, disbursements, losses, and capital. The books of account shall at all reasonable times be open to inspection by director.

The Treasurer shall deposit all moneys and other valuables to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 9 SALARIES

The officers of the Corporation shall not be entitled to any compensation for their services as such.

ARTICLE V

AMENDMENTS TO BYLAWS

The Board of Directors may adopt, amend, or repeal any of these Bylaws, with the exception that any of these Bylaws adopted by a vote of the members may only be amended or repealed upon a vote of the members. Whenever an amendment or new

Bylaw is adopted, it shall be recorded in the original Bylaws in the minute book of the Corporation. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be set forth in the minute book. The adoption, repeal or amendment of one or more of the Bylaws shall not serve to reduce the term of any member of the Board of Directors.

ARTICLE VI

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation of the Corporation may be amended only in accordance with any applicable sections of the Washington Nonprofit Corporation Act and amendments thereto.

ARTICLE VII

CONTRACTS, DEPOSITS AND FUNDS

Section 1 CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 CHECKS, OTHER INSTRUMENTS

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer, or agent(s) and in such manner as shall be designated by the Board of Directors from time to time. In the absence of such designation, such instruments shall be signed by Treasurer or President of the Corporation.

Section 3 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4 GIFTS TO CORPORATION

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5 TRANSACTIONS WITH DIRECTORS AND OFFICERS

The directors and officers of the Corporation may be interested directly or indirectly in any contract relating to the operation of the Corporation, provided that (a) any such contract or transaction shall be at arm's length with full disclosure of the interest of the director(s) or officer(s) in such contract or transaction, and (b) such contract or transaction does not violate any prohibition contained in Articles of Incorporation or

otherwise contravene any applicable federal or state law, and does not result in any disqualify the Corporation from continuing to receive any favorable treatment under federal income tax laws.

Section 6 FISCAL MATTERS

All budgets approved by the Board of Directors shall contemplate retention of a fiscal year-end balance of cash on hand of not less than \$1,000.00.

Section 7 INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless each director and officer of the Corporation any third-party claims or demands asserted against the director or officer with respect to any action taken in good faith by such person in performance of his or her duties as such, and from and against all reasonable costs and expenses (including but not limited to attorneys' fees) incurred by any director or officer in the defense of any such third-party claim or demand, to the maximum extent permitted by the laws of the State of Washington.

CERTIFICATE OF SECRETARY

I certify that the foregoing Bylaws were duly adopted by the Board of Directors of this Corporation on July 30, 1997.

Ramone J Lawrence (signature on file)
Secretary