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

(formed under the laws of the State of Maryland)

ARTICLE I
Offices

Section 1.01 Location. The main office of the Corporation will be in the State of Maryland, at the place listed in the Articles of Incorporation. The Corporation shall not have any other locations inside or outside Maryland.

ARTICLE II
Members

Section 2.01 Who Can Be a Member. A person can become a member of the Corporation by paying Annual Membership Dues in an amount set by the Board of Directors from year to year.

Section 2.02 Term of Membership. Each membership term shall be from July 1 through June 30 notwithstanding the date of paying Annual Membership Dues within the membership term. A member may resign at any time by mailing or delivering a written notice to the Chair of the Membership Committee. The resignation takes effect as stated in the notice, or immediately upon receipt by the Secretary if no date is specified. A member may also be removed at any time, with or without cause, by a majority vote of the Board of Directors.

Section 2.03 Annual Meeting. The members will hold a meeting once a year to elect Directors and to handle any other business that properly comes before them.

Section 2.04 Place and Time of Annual Meeting; Notice. The Annual Meeting of members may be held anywhere in the United States at a time set by the Board of Directors in the meeting notice. If no place and time are specified, meetings will be held at Walt Whitman High School, Bethesda, Maryland, at 6 p.m. Members may also attend and participate virtually provided that everyone attending in person and virtually can be heard.

Notice of Annual Meetings. Notice of each Annual Meeting must be publicized by the President, the Secretary, or the persons calling the meeting in a manner intended to notify a reasonable member. For example, a meeting notice included in an email to members or a meeting notice in any Walt Whitman High School newsletter that is distributed to the school community counts as proper notice.

Board Nominations. No later than May 1, the Secretary shall send a notice to the membership soliciting nominations for the upcoming Board elections. Seven days prior to the Annual Meeting, the current Board of Directors will put forward a slate of proposed candidates for the Board of Directors ("Proposed Board Slate"). The Proposed Board Slate shall identify a candidate for each Officer position and for each Committee Chair. Members not named on the Proposed Board Slate shall have until 12 pm on the day prior to the Annual Meeting to indicate a candidacy for any of the Board positions. If any position on the Proposed Board of Directors Slate is contested by a member wishing to be considered for the position, then the election for all Board of Director positions at the Annual Metting will be held by secret ballot. Otherwise, if no position on the Proposed Board Slate is timely contested, the vote will be voice vote where the outgoing Board Chair/President determines the outcome by listening to the volume of the spoken responses.

Section 2.05 Quorum. One-third of the then sitting Board of Directors will constitute a quorum (the minimum number of members needed to conduct business) on any issue that the Articles of Incorporation or the By Laws designate as requiring a vote.

Section 2.06 Proxies. Any member who is entitled to vote at the Annual Meeting may appoint another member to vote on their behalf (called a "proxy"). Only members may serve as proxies. Every proxy must be indicated by an email from the member to the Secretary indicating the representative who will act as the proxy for the member. A member may cancel a proxy at any time unless the law says otherwise.

Section 2.07 Voting. Unless the law or the Articles of Incorporation say otherwise, a candidate for any position on the Board of Directors is elected by receiving a majority of the votes cast by the members attending the Annual Meeting. If the Annual Meeting cannot be held in person, voting on election of Board of Directors may also be conducted virtually if all people attending are able to be heard.

Section 2.08 Presiding Officer and Secretary. If none of the following are present at the Annual Meeting —the Chairman of the Board, the President, a Vice President, or a person chosen by the Board of Directors to preside—then the members present will appoint someone to lead the meeting. If neither the Secretary nor an Assistant Secretary is present, the person presiding will appoint someone to act as secretary for that meeting.

ARTICLE III
Board of Directors

Section 3.01 Power of the Board. The Board of Directors is responsible for managing the business and affairs of the Corporation.

Section 3.02 Number of Directors. The Board of Directors must have at least 1 and no more than 18 members. The number of directors may be changed by amending the Bylaws or by action of the Board as described below. A majority of the full Board of Directors may change the number of directors, but no decrease may shorten the term of a sitting director, and there must always be at least one director. The Board shall include all Officers and Committee chairs elected at the Annual meeting. The Board Chair and the President shall be the same person. The principal and athletic director of Walt Whitman High School are automatic (ex *officio*) non-voting members of the Board.

Section 3.03 Election and Term of Directors. The first Board of Directors consists of the directors named in the Articles of Incorporation. After that, at each Annual meeting of the members, new directors will be elected to serve one-year terms (until the next Annual meeting and until their successors are elected and qualified). Directors should be elected to provide broad representation among the girls' and boys' athletic teams at Walt Whitman High School.

Section 3.04 New Directorships and Vacancies. If the number of directors is increased, or if a vacancy occurs on the Board for any reason, the position may be filled by a vote of the members at any Annual meeting. If the vacancy occurs in between Annual meetings, the remaining directors may fill it themselves (even if they do not make up a quorum), except that a vacancy caused by an increase in board size may only be filled by a majority of the full Board of Directors. A director elected to fill a vacancy serves until the next Annual meeting. A director elected to replace a removed director serves until the next Annual meeting.

Section 3.05 Removal of Directors. Any director may be removed at any time, with or without cause, by a majority vote of the Board of Directors, unless the law provides otherwise.

Section 3.06 Resignation. Any director may resign at any time by giving written notice to the Corporation. The resignation takes effect at the time stated in the notice, or immediately upon delivery if no time is stated. No one needs to accept the resignation for it to be effective.

Section 3.07 Quorum and Board Action. One-third of the full Board of Directors is a quorum (the minimum needed to do business). Unless the law or the Articles of Incorporation require more, the vote of a majority of directors present at a meeting where a quorum exists is the official action of the Board.

Section 3.08 Meetings of the Board. The Board of Directors will hold an Annual meeting each year at which time there will be held an election of the Officers and Directors. Immediately following the election of the new Officers and Directors, a meeting of the members will be held to conduct any other necessary business.

Regular meetings of the Board will be held at times set by the Board. Board meetings may be held at any location inside or outside Maryland, as stated in the meeting notice. In advance of any regular Board meeting, notice will be provided at least seven (7) days prior to the meeting date, and an agenda will be provided in advance of the meeting date.

Section 3.09 Action Without a Meeting; Meetings by Phone. The Board may take any action without a meeting provided that any action is described in writing and included in the Board minutes.

Directors may participate in a Board meeting by conference call or similar technology, provided that everyone can hear each other. Participating by phone or other means counts as being present in person.

Section 3.10 *Compensation of Directors.* Directors will not be paid for their service on the Board. However, Directors may be reimbursed for reasonable expenses they incur while performing their duties, as approved by a majority of the full Board. Approval for reasonable reimbursements may be given at the beginning of each Board year.

ARTICLE IV
Committees

Section 4.01 *Executive Committee and Other Committees.* The Board of Directors *may* create an Executive Committee and other committees from among the Board members, each with at least two directors. The Board may give these committees any of the Board's powers, except the power to: (1) recommend actions to the members that require member approval, (2) amend these Bylaws, or (3) approve any merger that does not require member approval.

The directors on any committee who are present at a meeting may appoint another director to fill in for an absent committee member, even if those present do not form a quorum. Except for the Executive Committee, any committee may also include non-director members of the Corporation.

Section 4.02 *Committee Rules.* Unless the Board says otherwise, each committee may create its own rules for how it operates. Unless the Board or a committee's own rules say differently, a quorum of any committee is a majority of its authorized director members, and an action is approved by a majority vote of the director members present when a quorum exists. In general, committees will follow the same procedures as the Board of Directors under Article III.

A committee may act without a meeting if every director member of the committee signs written consent describing the action, and that consent is filed with the committee's minutes. Committee members may participate in meetings by conference call or similar technology, provided that everyone can hear each other. Participating by phone counts as being present in person.

Section 4.03 *Service of Committees.* Each committee serves at the pleasure of the Board of Directors, meaning the Board may dissolve or change any committee at any time.

Section 4.04 Records. Minutes (written records) must be kept for each committee meeting and filed with the Corporation's records.

ARTICLE V
Officers, Agents, and Employees

Section 5.01 Officers. The Proposed Slate at each Annual Meeting shall designate a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may also elect other officers and give them alternate titles as it sees fit. One person may hold two or more offices, except that the same person cannot be both President and Vice-President, nor can the same person be both President and the Treasurer. All officers shall serve as Directors. The President shall also serve as Board Chair.

Section 5.02 Term of Office and Removal. Each officer serves a one-year term and continues to serve until a successor is elected and qualified. All officers are elected at the Annual meeting. The Board may remove any officer by majority vote of the Board at any time if it believes doing so is in the Corporation's best interest.

Section 5.03 Resignation. Any officer may resign at any time by giving written notice to the Corporation. The resignation takes effect when delivered unless the notice states a later date.

Section 5.04 Powers and Duties of Officers. Subject to the Board's direction, all officers have the authority and duties that the Board assigns to them. For anything not specifically assigned by the Board, officers have the authority and duties that generally go with their respective positions.

Section 5.05 Agents and Employees. The Board of Directors may hire agents and employees and assign them duties. The Board may fire any agent or employee at any time, with or without cause. Firing without cause does not affect any contract rights the person may have, and being hired does not by itself create contract rights.

Section 5.06 Compensation of Officers, Agents*,* and Employees. Officers will not be paid for their service but may be reimbursed for reasonable expenses incurred in performing their duties, as approved by a majority of the full Board.

The Corporation may pay reasonable compensation to agents and employees for their services, in amounts set by the Board or by any officer to whom the Board has delegated that authority. The Board may require officers, agents, or employees to provide a bond or other security guaranteeing faithful performance of their duties.

ARTICLE VI
Miscellaneous

Section 6.01 Fiscal Year. The Corporation's fiscal year runs from July 1 to June 30, unless the Board of Directors sets a different period.

Section 6.02 Corporate Seal. The Corporation will have a circular seal with the Corporation's name, the words "Corporate Seal" and "Maryland," and the year the Corporation was formed. The Board of Directors may change the seal's design from time to time.

Section 6.03 Checks, Notes, and Contracts. The President and the Treasurer shall have the authority to sign checks, promissory notes, contracts, and other financial or legal documents on the Corporation's behalf. If either of these offices is vacant, the Board of Directors will decide who will serve in that role until such time as the vacant office is filled.

Section 6.04 Books and Records. The Corporation will maintain accurate and complete electronic financial records, records of its activities, minutes of Board and committee meetings, and a current list of all members, directors, and officers with their addresses. Any of these records may be kept in written or electronic form.

Section 6.05 Amendment of Articles of Incorporation and Bylaws. The Articles of Incorporation may be adopted, amended, or repealed (in whole or in part) by a majority vote of the directors then in office. These Bylaws may also 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 cover the costs (called "indemnification") of any director, former director, officer, employee, or agent who is sued or faces legal proceedings because of their role with the Corporation. This includes reasonable legal expenses, judgments, penalties, fines, and settlements. The Corporation may also cover such costs for anyone who served another organization (such as a partnership, joint venture, or trust) at the Corporation's request.

However, the Corporation will **not** provide indemnification if it is proven that the person's act or failure to act was material to the legal claim and: (1) was committed in bad faith or resulted from active and deliberate dishonesty, (2) resulted in the person receiving an improper personal benefit in money, property, or services, or (3) in a criminal case, the person had reasonable cause to believe the conduct was unlawful. The Corporation may also pay or reimburse reasonable expenses before a case is resolved, if the director provides a written statement of good-faith belief that the standard for indemnification has been met, along with a written promise to repay the amount if it is ultimately determined that the standard was not met. This indemnification rules apply to any claims made after these Bylaws are adopted, whether the underlying events occurred before or after adoption.

The indemnification provided here does not limit any other rights a director, officer, employee, or agent may have under any law, Bylaw, agreement, or Board vote, and does not restrict the Corporation's power to provide indemnification as permitted by law.

The Board of Directors may purchase insurance to protect any director, officer, employee, or agent against liability arising from their position with the Corporation (or from serving another organization at the Corporation's request), even if the Corporation itself would not have the power to indemnify them for that liability.

However, the Corporation may never indemnify, reimburse, or insure any person for taxes imposed under Chapter 42 of the Internal Revenue Code. Additionally, if the Corporation is ever classified as a "private foundation" under Section 509 of the Internal Revenue Code, no payment may be made under this Article if it would constitute an act of self-dealing or a taxable expenditure as defined in the Code.

If any part of this Article is found to be invalid or unenforceable, the remaining parts will still be effective.

Adopted June 2, 2026