

## BY-LAWS

of

### JUSTICE HIGH SCHOOL ROWING BOOSTERS, INC.

Section 1. Name. The name of this Corporation is Justice High School Rowing Boosters, Inc., hereafter referred to as the corporation. The corporation was originally incorporated and known as the J.E.B. Stuart High School Crew Boosters prior to J.E.B. Stuart High School changing its name to Justice High School in 2018.

Section 2. Offices. The principal office shall be in the County of Fairfax, Virginia. The corporation may have offices and places of business at such other places within and without the Commonwealth of Virginia as determined by the directors. The corporation will have and continuously maintain in the Commonwealth of Virginia registered agent who is a resident of the Commonwealth and an officer of the corporation.

Section 3. Purpose. The corporation is formed exclusively for the following educational and charitable purposes envisioned under Section 501(c)(3) of Title 26 of the U.S. Code, as currently in effect as hereafter amended: (1) To support scholastic rowing at Justice High School by organizing and managing the infrastructure needed for a crew program, including hiring coaches, purchasing boats and equipment, and interfacing with representatives from Justice High School, Fairfax County Public Schools, and the Virginia Scholastic Rowing Association to provide a safe, educational, and successful rowing program for the students of Justice High school and (2) To encourage the sport of scholastic rowing and to Increase the sports' accessibility to Justice students regardless of their financial means.

Section 4. Membership. Parents and/or legal guardians of students who are registered members of the Justice Crew Team and who have satisfied all financial and scholastic requirements to participate in the rowing program are members of the Justice High School Crew Boosters. Individual persons who are not eligible for membership in the Crew Boosters are encouraged to participate through financial support and/or volunteer service.

Section 5. Annual Meeting. A meeting of the members shall be held annually in the spring, but no later than June 15, to elect directors and conduct any other business authorized to be transacted by the membership. Prior to the election, the President shall nominate at least one candidate for each office and shall report these nominations for approval by the Board of Directors. The Board shall, in turn, notify the membership of the nominees and meeting date no less than 10 nor more than 60 days before the date of the meeting. All nominees must qualify for membership during the upcoming school year and consent to the nomination.

Section 6. Special Meeting. Special meetings of the membership for any purpose may be called by the President. The President shall call a special meeting on receipt of a written request from fifteen members or a majority of the Board of Directors.. Notice of the meeting shall state the purpose or purposes for which the meeting is called and be provided to members no less than 10 nor more than 60 days before the date of the meeting.

Section 7. Quorum. At any meeting of the members, five members shall constitute a quorum, except as is otherwise provided by law.

Section 8. Voting. At each meeting of the membership, every member shall have one vote.

Section 9. Directors/Executive Officers: Tenure: Vacancies. The business and affairs of the corporation shall be managed and controlled by a four person board consisting of the President, Vice-President, Secretary, and Treasurer who shall be elected annually by the members at the annual meeting. Each board member shall hold office until the election of his successor. Any board member may resign at any time. Any board member may be removed at any time by the affirmative vote of a majority of the members called for the purpose. Vacancies occurring among the directors may be filled by the Board.

Section 10. Regular Meetings of the Board. Immediately after each annual election, the newly elected directors may meet forthwith for the purpose of organizing and the transaction of other business. Other regular meetings of the board may be held at such times and places as the directors may determine.

Section 11. Special Meetings. Special meetings of the Board may be called by the President and must be called at the written request of two members of the board.

Section 12. Quorum. A majority of the board of directors shall constitute a quorum at all meetings of the board.

Section 13. Subordinate Positions. The Board may appoint committee chairpersons or agents with such powers and duties as it shall deem necessary. No chairperson or agent may solicit funds or other donations, spend corporation funds, or commit the corporation to act without prior authority from the Board.

Section 14. Checks, Notes, Etc. Checks and notes of the corporation shall be signed and checks, notes, drafts, bills of exchange and order for the payment of money shall be endorsed for collection or deposit in such manner as shall be determined by the board. All checks, drafts or other orders for the payment of money over the amount of \$1,000 and all notes, bonds or other evidence of indebtedness issued in the name of the corporation shall be jointly signed in the name of the corporation by the Treasurer and by the President or Vice President."

Section 15. Deposits. The funds of the corporation shall be deposited in such bank or trust company, and checks drawn against such funds shall be signed in such manner as may be determined from time to time by the directors.

Section 16. Notice of Waiver of notice. Any notice required to be given by these by-laws may be given by mailing or emailing the same to the person entitled thereto at his address as shown on the corporation's books, and such notice shall be deemed to be given at the time of such mailing or emailing

Section 17: Amendments. These by-laws may be amended by an affirmative vote of two-thirds of members present at the Annual Meeting or a Special Meeting at which a quorum exists, provided that notice of the proposed amendments and date of meeting shall be served on all members as provided above.

