

BYLAWS

OF

WEST FLORIDA HIGH SCHOOL

OF

ADVANCE TECHNOLOGY

QUARTERBACK CLUB, INC.

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WEST FLORIDA HIGH SCHOOL OF ADVANCE TECHNOLOGY
QUARTERBACK CLUB, INC.

ARTICLE I

GENERAL PROVISIONS

1.1 Name

The Corporation shall be known as WEST FLORIDA HIGH SCHOOL OF ADVANCED TECHNOLOGY QUARTERBACK CLUB, INC., a nonprofit Florida Corporation.

1.2 Principle Office

The principle office of the organization shall be as designated by the Board by majority vote at any Board meeting at which a quorum of the Board shall be present. The address of the principle office is: 2400 Longleaf Dr., Pensacola FL 32626.

1.3 Fiscal Year

The annual accounting period of the corporation shall be the calendar tax year and shall commence on January 1 of each year and shall terminate on December 31.

1.4 Defined Terms

As used herein, the term "Club" shall refer to the WEST FLORIDA HIGH SCHOOL OF ADVANCED TECHNOLOGY QUARTERBACK CLUB, INC. The term "WFHS Quarterback Club" may be used by the Club as a designation for the Club. The corporation may from time to time be referred to, or may refer to itself, by its acronym WFHS QBC. As used herein, the term "WFHS" shall refer to the WEST FLORIDA HIGH SCHOOL OF ADVANCED TECHNOLOGY. As used herein, the term "Board" shall refer to the Board of Directors of the Club.

ARTICLE II

PURPOSE AND OBJECTIVES OF THE CLUB

2.1 Purpose

The purpose of the Club is to promote student athletic development and fitness at WFHS in an atmosphere that is consistent with the educational philosophy of the school community.

The corporation is organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue code or the corresponding section of any future federal tax code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation may conduct programs and activities; raise funds, request and receive grants, gifts, contributions, dues and bequest of monies, real and personal property; or require, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or property, real or personal, and make expenditures and distributions for the benefit of West Florida High School of Advanced Technology, a local public high school and/or its athletic programs and other organizations exempt under Section 501(c)(3) of the Internal Revenue Code in such manner as the Board of Directors may determine to be appropriate to further the forgoing purpose, and shall have all powers conferred by or permissible under the Florida Not For Profit Corporation Act.

2.2 Objectives

The objectives of the Club are as follows:

- a) to encourage and support the academic endeavors of WFHS student athletes;
- b) to develop an organization with an active and involved membership that is concerned with the total athletic program and with all of its participants regardless of sex, race or socio-economic status;
- c) to promote sportsmanship and leadership through a positive example by all students, competitors, and Club members;
- d) to provide supplementary financial support for various WFHS athletic activities and for new or improved facilities;
- e) to organize, stage, and assist other athletic organizations with special events or projects;
- f) to aid and support local school systems in the areas of athletic sports promotion, publicity and program development;
- g) to encourage and support the participation of WFHS student athletes in local, state, and national events; and
- h) to encourage attendance at all WFHS athletic events.

ARTICLE III

MEMBERSHIP

3.1 Classes of Membership

The Corporation shall have members and there shall be three classes of membership in the Club. These classes are as follows:

- a) **Regular Membership.** A regular member is granted to any individual of the community who supports the goals and objectives of the WFHS Quarterback Club and pays the annual membership dues as established from time to time.
- b) **Alumni Membership.** Alumni member is an individual of the community who wishes to support the WFHS Football Program, but does not wish to be a voting member or active member of the club.
- c) **Honorary Membership.** Honorary Member is an individual of the community recognized by the board, members and community for outstanding service or contributions to the WFHS Football Program. Honorary membership is an inactive, non voting membership.

3.2 Voting Rights

Only Regular Members of the Club in good standing shall have voting rights with respect to any general membership meeting or other business of the Club which are set forth in these Bylaws. A Member in good standing of this club shall attend three (3) or more of the monthly membership meetings, volunteers for special events and fundraising, paid their current membership fee, and is one who abides by these bylaws. Only the Board of Directors shall have voting rights at regular or special board meetings as set forth in these Bylaws.

3.3 Nondiscrimination

Membership in the Club and participation in its affairs shall be open to any person without regard to religion, race, color, sex, national origin, age, marital status, sexual orientation, handicapping condition or other legally prohibited factors. Within the limitation imposed by the facilities available to the Club and the desirability of harmonious association among its members, any person who meets the requirements as determined by the Board is eligible to hold a membership.

3.4 Suspension or Termination of Membership

The Board, after due deliberation, may restrict, suspend, or terminate the membership of any member, whether a Regular, Alumni, or honorary member, for good cause, including, but not limited to, the nonpayment of any dues and/or fees owed by such member, or conduct which, in the judgment of the Board damages the Club's spirit of harmonious association.

A membership shall terminate on occurrence of any of the following events:

- 1) Resignation of the member;
- 2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- 3) The member's failure to pay dues, fees, or assessments as set by the board;
- 4) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.

3.5 Annual Enrollment of Members

The club shall conduct an annual enrollment of members but may admit persons to membership at any time. Term of membership shall be valid from May 1 to April 31 of the following year. There shall be no limit on the number of members the organization may admit.

3.6 Membership Fees are not refundable

ARTICLE IV

RIGHTS AND LIABILITIES OF MEMBERS

4.1 Limits of Liability

No Board of Director member, officer, club member, authorized agent or representative of the Club shall be liable or responsible for any debts or liabilities of the Club, or liable to the Club except the unpaid portion of their own membership dues.

4.2 Rights of Members

Regular members shall have one (1) vote on all matters brought before a vote of the membership.

Regular members in good standing shall have the right to vote, as set forth in these bylaws, on the election of officers, on the disposition of all or substantially all of the corporation's assets, annual budget, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation.

All members shall have the right to offer any motion that is pertinent to this organization, to explain and/or discuss that motion, or any other motion that has been properly brought before the meeting, and to hold the floor until through speaking.

Regular members shall obtain the floor before speaking, to avoid speaking upon any matter until it is properly brought before the meeting, to keep upon the question then pending, to yield the floor to call for order and abstain from all personalities in debate.

ARTICLE V

MEMBERSHIP MEETINGS

5.1 Annual Meeting

The annual meeting of the membership of the Club shall be held on the third Tuesday of December at 6 pm, location shall be at WFHS, unless otherwise specified by the Board. The annual meeting of the membership shall be held no later than December 31. The purpose of the annual meeting shall be to review the activities, financial status, and other affairs of the Club, election of the Board of Directors and Officers, and to conduct such other business as may properly come before the meeting.

5.2 Annual meeting order of business

- a) Roll Call
- b) Invocation
- c) Reading of Notice of Annual Meeting
- d) Reading of Minutes of previous meeting
- e) Report of President
- f) Report of Treasurer
- g) Report of Secretary
- h) Reports of Committees
- i) Election of new Officers
- j) Announcement of Election results
- k) Transaction of other business
- l) Adjournment

5.3 Special Meetings

A special meeting of the membership of the Club may be called by either the President of the Club, or by a majority vote of the Board, or upon written request of at least ten (10) Regular Members of the Club.

5.4 Time, Place and Notice of Membership Meetings

All meetings of the membership of the Club shall be held on the first Tuesday of each month at 6:00 pm or at a convenient date, hour and place designated by the Board. Notice of all meetings of members shall be given to the members five (5) days prior to the meeting. The notice shall specify the date, place, and hour of the meeting and the purpose or agenda for the meeting for which it is convened.

5.5 Waiver of Notice

Attendance without objection at any meetings shall constitute waiver of notice of that meeting. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual executing the waiver.

5.6 Manner of Conducting Membership Meetings

At any meeting of the membership, the meeting shall be chaired by the President or in the President's absence by the Vice-President(s). At any meeting of the membership, the attendance of a least ten (10) voting Regular Members constitutes a quorum. Only Regular Members in attendance at the meeting may vote as there shall be no voting by proxy. Robert's Rules of Order or the procedures stated within these bylaws shall be recognized as the authority governing the meetings of the membership.

ARTICLE VI

BOARD OF DIRECTORS

6.1 Composition

The Board of Directors shall consist of the President, Vice-President of Facilities, Vice-President of Fundraising, the Secretary, the Treasurer and the Chaplain, who shall be members of the Board for the duration of their respective terms of office, which is a one (1) year term beginning on January 15th. Members of the Board shall be elected by and from the Regular membership of the Club at the annual meeting provide by Article 5.1 of these Bylaws. In addition to the officers, the Head Football Coach, the Athletic Director and Principal or designee shall be non-voting members of the Board. The Head Coach will serve as the official school liaison to the president and members of the board, unless designated otherwise by the Principal of WFHS.

6.2 Eligibility

Any regular member in good standing shall be eligible to hold any office with two (2) exceptions;

- 1) **First exception** – Members of the corporation who are active elected officials of any other WFHS Sports Organizations shall not be eligible for election to any office in this corporation due to a possible conflict of interest.
- 2) **Second exception** – The elected President and elected Treasurer of the corporation shall never be allowed to be either husband or wife, related, or reside in the same household.

6.3 Manner of Election

By no later than the last day of November the President shall appoint a nominating committee of at least three (3) Regular Members. The Nominating Committee shall solicit candidates from the Regular membership for those seats on the Board of Directors which are to be open by the time of the next annual meeting provided for by Article 5.1 of these Bylaws, including, but not limited to, those members of the Board who desire to stand for re-election. Nominees for office must consent to serve if elected. The Nominating Committee shall report its recommendation to the general membership in writing at least seven (7) days prior to the annual meeting. Additional nominations for election to the Board may be made by any Regular Member at the annual meeting. Those candidates who receive the most votes from among those Regular Members in attendance at the annual meeting shall be elected to the Board. Member voting will be by confidential ballot for an office that has more than one member nominated and shall be by voice vote confirmation for an office that has a single nominee.

6.4 Vacancies

Any vacancy in the Board caused by the death, resignation or disqualification of a Director shall be filled by a majority vote of the remaining Board members until the next annual meeting provided for by Article 5.1 of these Bylaws.

6.5 Powers of the Board

The Board shall have complete authority of the corporation conferred by Chapter 617, Florida Statutes for governance of the Club, including, but not limited to, the power to make necessary rules and regulations, assessment of dues, fees and other charges, management of all financial matters, and the conduct of any other matter considered by the Board to be in the interest of the Club, subject to the provisions and limitations of the Florida Not For Profit Act, restrictions of law, and Articles of Incorporation or these bylaws. The Board may establish and appoint members from the regular membership to any committees it considers necessary to carry out these functions.

6.6 Meetings of the Board

The President, or in his/her absence, the Vice-President of Facilities, may call a meeting of the Board on three (3) days oral or written notice to each member of the Board. The Board shall meet at least once each month of the year. Notwithstanding the foregoing, a meeting of Board members may be held on the call of the president or the majority of members of the Board, and such meeting shall be held at the time and place designated agreed upon by the majority of consenting board members. A quorum for the transaction of business at any meeting of the Board shall consist of fifty percent (50%) of the current Board members, excluding any non-voting member of the Board.

6.7 Voting at Board Meetings

Each member of the Board shall have one vote at meetings of the Board. Board members may not vote by proxy or otherwise designate another person to represent them at any Board Meeting, but may cast a vote if present at the Board meeting.

6.8 Limitations

Nothing in these By-Laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the corporation for any purpose, including capital improvements without the specific approval of the membership at a duly held meeting.

6.9 Compensation

No member of the Board of Directors shall receive any compensation from the corporation for his or her service. However, Directors may be reimbursed for ordinary and necessary expenses in carrying out their duties.

6.10 Removal of Directors

Any director, officer may be removed from the Board of Directors whenever, in the judgment of the Board, upon the completion of a discussion including reasons for removal and reasonable evidence submitted, the best interests of the corporation will be served thereby, by a majority vote of the Board of Directors. Failure to attend three consecutive meetings without a valid excuse or conduct detrimental to the club shall constitute cause for the removal of a Director.

6.11 Presumption of Assent

A Director who is present at a meeting of the Board at which action is taken on any corporate matter shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

6.12 Rules of Order

"Robert Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

ARTICLE VII

OFFICERS

7.1 Qualifications

All officers of the Club must be Regular Members of the Club in good standing.

7.2 Officers

The Club shall have a President, a Vice-President of Facilities, a Vice-President of Fundraising, a Secretary, a Treasurer and a Chaplain. No elected officer may be the spouse or domestic partner of another elected officer or an elected officer of another WFHS sport's club. No officer may simultaneously hold two or more offices in the club, or consent to be a nominee for more than one office in an election, and shall resign from the position if elected to another office.

7.3 Vacancies

The President may nominate an officer as needed to fill a vacancy from a prior duly elected officer, subject to approval of the members of the Board. Such person shall serve until the end of the term of the officer being replaced.

7.4 Term of Office

The term of office of the President, Vice-Presidents, Secretary, Treasurer and Chaplain shall be one year, no term limits, and shall commence on January 15, after the adjournment of the December annual meeting provided for by Article 5.1 of these Bylaws.

7.5 Manner of Election of Officers

- a) The Nominating Committee appointed annually pursuant to Article 6.2 of these Bylaws shall also be responsible for soliciting candidates from the Regular membership for the positions of President, (2) Vice-Presidents, Secretary, Treasurer and Chaplain, including but not limited to, those persons then currently incumbent in those positions who desire to stand for re-election.
- b) The Nominating Committee shall report its recommendations to the general membership in writing at least seven (7) days prior to the annual meeting. Additional nominations for election as an officer may be made by any Regular Member at the annual meeting.
- c) Those candidates who receive the most votes for each position from among those Regular Members in attendance at the annual meeting shall be elected to that position.

7.6 Duties and Responsibilities of the Officers

The offices shall have the following duties and responsibilities:

- a) **President.** The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors. The President shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside over all meetings of the membership or of the Board of Directors at which he/she is present, shall Chair the Executive Committee, and shall be an ex-officio member of all other committees of the Board of Directors except the Nominating Committee. The President will appoint all committees, unless the members of the board specifies otherwise. The President shall be the official liaison between WFHS and its officials for the club. The President shall also perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

- b) ***Vice-President of Facilities.*** In the absence of the President or in the event of death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice President of Facilities shall perform as the chief of staff for the corporation and shall perform such other duties as may be prescribed by the Board. The Vice President of Facilities shall oversee and coordinate activities of the Concession Committee and Stadium Committee. All facility ideas, proposals, requirements projects, including facility requirements for special events shall be coordinated through the Vice President of Facilities.
- c) ***Vice-President of Fundraising.*** The Vice President of Fundraising shall: coordinate activities of the Fundraising, Program Committee, and Spirit Wear Committee. All fundraising ideas and activities shall be coordinated through the Vice President of Fundraising. In addition, the Vice President of Fundraising is responsible for coordination of WFHS Football advertising, logo usage, and sponsors; and shall perform such other duties as may be prescribed by the Board.
- d) ***Secretary.*** The Secretary shall have the custody and care of the corporate records of the Club, shall attend all meetings of the members of the Club and of the Board, shall keep a true and complete record of the proceedings of all such meetings, shall file and take charge of all papers of the Club, shall maintain an accurate membership list including addresses, phone numbers, shall provide electronic, mail, voice notification to members of any meetings and calendar events for the club, distribute all approved minutes of the meetings to the members of the board and it's members within seven (7) days, and shall perform such other duties as may be prescribed by the Board, and shall perform such other duties as generally devolve upon a Secretary of the corporation.
- e) ***Treasurer.*** The Treasurer shall keep correct and complete financial records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies, financial records, and other valuables, which may from time to time come into possession of the Club, shall maintain an accurate record of all members dues and other assessments, shall coordinate with the President to ensure expenditures and income objectives meet expectations, shall maintain a bank account in name of the club, shall deposit all proceeds received into the clubs bank account, shall furnish at meetings of the Board and membership, or whenever requested by the Board, a statement of the financial condition of the Club, and shall perform such other duties as the Board may prescribe, and shall perform such other duties as generally devolve upon a Treasurer. The Treasurer shall be familiar with standard accounting practices, shall ensure the club has filed the necessary state and federal tax documents, and the Treasurer be bonded at the club expense.
- f) ***Chaplain.*** The Chaplain shall be an active member of the club and attend all meetings of the membership and of the Board of Directors, shall promote harmony and team spirit among members, provide invocations, shall perform such other duties as may be determined by the Board, and shall perform such other duties as generally devolve upon a Chaplain;

7.7 Execution of Papers

Except as the Board may generally or in a particular case authorize, the execution of any deed, lease, transfer, bond, contract, or any other obligation of the Club shall be signed by both the President and by the Treasurer, and shall be void and of no effect unless so executed.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND BOARD OF DIRECTORS

8.1 Indemnification

The club shall indemnify any present or former Officer or Board of Director member who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an Officer or Director of the Club, against any expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, which are actually and reasonably incurred, if such present or former Officer or Director acted in good faith and in a manner he or she reasonable believed to be in or not opposed to the best interests of the Club or its members, to the extent that the same is not prohibited by Florida law.

The corporation shall maintain insurance on behalf of all officers and directors against liability asserted against them, incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE IX

STANDING COMMITTEES AND OTHER POSITIONS

9.1 Standing Committees

The following Standing Committees are established, subject to change from time to time by the Board of Directors:

- a) **Concession Committee.** Charged with managing the operation of the Concession stands.
- b) **Stadium Committee.** Charged with planning, maintaining and implementing facility improvements and repairs. All facility projects require school administration approval.
- c) **Finance Committee.** Charged with financial planning, auditing and preparing an annual budget for membership approval. **Treasurer shall serve as chair for the committee.**
- d) **Fundraising Committee.** Charged with planning and carrying out fundraising activities for the Club. All fundraising involving students require school administration approval.
- e) **Nominating Committee.** Appointed by the President each year in November and serving until the annual election.
- f) **Spirit Wear Committee.** Charged with the acquisition and sale of Jaguar merchandise.
- g) **Jaguar Mom's Club.** Responsible for coordinating and planning for all home or special events, publicity, call tree, recruiting volunteers and new members.
- h) **Program Book Committee.** Responsible for coordinating and planning for the football program book and management of the corporate sponsorship program.

9.2 Executive Committee

The Executive Committee shall consist of the elected and non elected officers of the club and the standing committee chairs. Additional representatives shall be appointed by the president to the executive committee to improve planning, coordination and communication with other WFHS organizations and groups. The President may appoint, but not limited to, a freshman representative, a band representative, a cheerleader representative or other representatives that may benefit the club and athletic program.

9.3 Committee Membership

Each standing Committee shall be composed of a Chair and at least two other person, all of whom shall be appointed by the President from among the Regular membership of the Club.

9.4 Committee Meetings

Each Standing Committee shall meet periodically as needed. The Chair of each Standing Committee shall report to the Board at its regular meetings, as requested by the President or the Committee Chair.

ARTICLE X

FINANCES, FEES AND EXPENDITURES

10.1 Funds

It shall be the duty of the Board of Directors to provide adequate funds for the operations of the corporation by means consonant with the tax-exempt status of the corporation.

10.2 Contracts

The Board of Directors may authorize any Officer(s) or agent(s) 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.

10.3 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless specifically authorized by a resolution of the Board of Directors and approval of the members.

10.4 Checks and Disbursements

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be executed by the Treasurer, and all checks and drafts issued by the club shall be co-signed by the President or the Vice-Presidents.

10.5 Receipts

All fees, donations or other monies received by the Club for any purpose shall be deposited to the credit of the Club in a financial institution selected by resolution of the Board. Deposits shall be made within 3 business days.

10.6 Books and Records

Books and records of the corporation shall be set up in a manner which shall produce proper records for reports to the government and to the Board of Directors and enable an accurate audit of the finances of the corporation.

10.7 Corporate Administration

The Board of Directors shall have the power to employ suitable custodians, accountants, counsel, and agents and to pay their reasonable expenses and compensation.

10.8 Membership Fees

Membership fees may be established by the Board of Directors. Such fees shall become the property of the Club and are non refundable.

10.9 Corporate Seal

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

ARTICLE XI

ORGANIZATIONAL STATUS, AFFILIATION AND CONFLICT OF INTEREST

11.1 Not-For-Profit Organization

The Club shall, at all time, be operated on a non-profit basis. No dividends or other interest in the assets of the Club shall be paid by the Club to its Members. No part of the earnings of the Club shall inure to the benefit of, or be distributed to, its Members, Officers, Directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for service rendered and expenses incurred and to make payments and distributions in full furtherance of the purposes and objectives set forth herein.

11.2 Tax-Exempt Status

No substantial part of the activities of the Club shall be the carrying on of propoganda or otherwise attempting to influence legislation, and the Club shall no participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or of these Bylaws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

11.3 Conflict of Interest

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be disclosed to the other members of the Board and made a matter of record, through an annual procedure and when the interest becomes a matter of Board action. Any member of the Board of Directors having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and he or she shall not be counted in determining the quorum for the relevant meeting, even if permitted by law. The minutes of such meeting shall reflect that a disclosure was made, the abstention by the interested Director from voting, and that a quorum was present excluding the interested Director. The foregoing requirements shall not be construed as preventing a member of the Board of Directors from briefly stating his or her position on a matter nor from answering pertinent questions of other Board members, considering that the knowledge held by the interested Director may be of great assistance.

ARTICLE XII

USE OF FUNDS AND DISSOLUTION

12.1 Use of Funds

The Corporation shall use its funds only to accomplish the objectives and purposes specified by these Bylaws and the Articles of Incorporation, and no part of such funds shall inure, or be distributed to any member or director of the Corporation.

An annual budget will be prepared by the Treasurer and presented to the Board of Directors at the earliest possible meeting of the fiscal year, and no later than the February meeting of the Board. The annual budget must be approved by a majority of the members at a regular meeting of the members.

A copy of the budget will be made available to any interested party, upon request.

Any expenditure of more than \$1,000, or any expenditure of any amount that is determined by the treasurer to exceed its relevant and approved budget line item, must be approved by a majority of members of the Board of Directors with 48 hours notice required and the vote taken at that time or within the following 24 hours.

The President shall have the authority to approve up to \$1,000 for discretionary, urgent or emergency spending not projected in the annual budget and also authorized to spend in accordance with the approved annual budget as set forth by a majority vote of the members. The treasurer shall provide a report of discretionary, urgent or emergency spending to the members of the board and members at the next regular schedule meeting.

Budget and financial updates will be provided to the general membership at every membership meeting that is called by the Board of Directors. The updated financial report will be distributed at these meetings and made available to any interested party, upon request.

12.2 Dissolution of the Club

The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of its total Regular Members entitled to vote. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, distribute the corporation's assets (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the Circuit Court of Escambia County, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE XIII


AMENDMENT OF BYLAWS

13.1 Amendment of Bylaws

These Bylaws may be amended by a majority of Board Members, but only after due notice of the proposed amendments(s). "Due notice" for the purposes of this section shall mean the notification to the members at least two (2) weeks prior to the board meeting of the character of the proposed amendment(s) or revision to the Bylaws. The adoption of the amended or revised bylaws requires the approval is required by a majority of the members to the board and members present for the meeting. Amendments or revisions to the bylaws shall not conflict with Escambia County School District policies, local, state or federal laws.

Adopted and Approved:

As of November 25, 2008



President - Signature

Kevin L. Adams

Printed Name

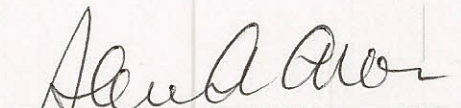
CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Club, and the above bylaws, consisting of sixteen (16) pages, are the bylaws of the West Florida High School of Advance Technology Quarterback Club, Inc. as adopted by the meeting on November 25, 2008 and replace any bylaws adopted previous to this date.

Attest:

Sherri A. Allen

November 25, 2008



Secretary - Signature