

**BYLAWS
OF
WHITNALL FALCON BOOSTER CLUB, INC.**

**ARTICLE I
OFFICES**

1.01. Principal and Business Office: The location of the principal office of the Corporation shall be in the city of Greenfield, County of Milwaukee, and State of Wisconsin. The Corporation may have such other business offices, within the school district, as the Board of Directors may designate or as the operations of the Corporation may require from time to time. The Corporation known as Whitnall Falcon Booster Club, Inc. may also be referred to as WFBC throughout this document.

1.02. Registered Office: The registered office of the Corporation required by the Wisconsin non-stock Corporation law to be maintained in the state Wisconsin may be, but need not be, identical with the principal office in the state Wisconsin, and the address of the registered office maybe changed from time to time by the Board of Directors or by the registered agent.

**ARTICLE II
BOARD OF DIRECTORS**

2.01. Duties and Powers: The affairs of the Corporation, including its property and assets, shall be managed by the Board of Directors. The Board of Directors shall carry out the aims and purposes of the Corporation in compliance with the articles of incorporation and the bylaws. In addition to those Powers established by law, the Board of Directors of the Corporation shall have the necessary Powers to carry out the directives of these bylaws and the articles of incorporation.

2.02. Number: The number of voting directors constituting the Board of Directors shall be no more than nine (9) including four (4) officers. In addition the High School Principal or his designee shall serve as an ex officio, non voting member of the Board of Directors.

2.03. Qualifications: Directors shall possess, as basic personal qualifications, intelligence, integrity, competence, good moral character, and an interest in the education of school children within Whitnall High School. Whenever possible, preference will be given to candidates who have children in the high school.

2.04. Term of Office: Directors may hold office for terms of two years, or until their prior death, resignation or removal. The terms of Directors shall be staggered so that, to the extent possible, 50% of the directors will be elected each year. The term of office ends on June 30.

Directors may serve up to two consecutive full terms. In addition to two consecutive full terms, a director may serve the un-expired portion of the term resulting from a vacancy. After serving two consecutive full terms, a director will not be eligible for re-appointment or re-election until one full year has passed.

2.05. Nominations: The President shall appoint a nominating committee of three (3) members of the organization no later than the April meeting. The nominating committee shall present a slate of candidates at the annual June meeting. Nominations may also be presented from the floor by a member in good standing at the annual June meeting. All officers will be elected by the membership and inducted during the June meeting.

2.06. Election: Directors shall be elected by a vote of the general membership at the annual meeting, provided a quorum is present.

If the directors, to be elected by the membership are not elected at the annual meeting, or if the annual meeting is not held, then such elections may take place at a special meeting called for that purpose as soon thereafter as convenient.

2.07. Voting: Each member shall be entitled to cast one (1) vote. Except as otherwise provided by law, by the articles of incorporation or by these bylaws, a majority vote of the directors present at a meeting at which a quorum is present shall constitute the action of the membership. There will be no voting by proxy.

2.08. Vacancies: Any vacancy in the Board of Directors, including a vacancy created by an increase in the number of directors, shall be filled in the same manner as is provided for the election of successor directors, any such directors shall hold office for the un-expired term of the director he or she succeeds. During any period that a vacancy exists, the remaining directors shall continue to act with the power and authority of the full Board of Directors.

2.09. Removal: Any director may be removed from office by the affirmative vote of a majority of the Board of Directors, provided that the notice of such meeting included such removal as an item of business to be undertaken at the meeting. Directors missing three consecutive meetings will be automatically removed from office. Any director of this Corporation may be removed by such affirmative vote if, in the opinion of such majority, the best interests of the Corporation would be served thereby, or if, in the opinion of such majority, other sufficient cause exists for removal.

2.10. Compensation: All members of the Board of Directors shall serve without compensation. However, the board may approve such reimbursement for expenses incurred by director in furtherance of activities of the club.

ARTICLE III MEETINGS

3.01. Regular Meetings: A regular annual meeting of the membership shall be held during the month of June at the date and time and place within the State of Wisconsin as shall be designated by the officers and board of directors for the purpose of electing certain directors and officers and for the transaction of such other business as may properly come before the meeting. The board of directors shall provide by resolution, the frequency, time and place within the State of Wisconsin for the holding of additional regular meetings of the board of directors. Such meetings shall be held monthly unless otherwise determined by the board of directors.

3.02. Special Meeting: Special meetings of the Board of Directors may be called by or at the request of the president, vice president, or secretary and shall be called upon request of any three (3) directors; and such special meetings shall be held at such times and places within the State of Wisconsin as shall be designated in the call therefor.

3.03. Notice of Meeting Unless otherwise required by law, notice of the place, date, and time of each meeting of Board of Directors shall be given to each director and may be given by any one of the following methods: (a) by written notice delivered personally to such director at his or her business address or at such other address as such directors shall have designated in writing filed with the secretary, or (b) By word-of-mouth, telephone or electronic mail personally to such director, in each case not less than 48 hours before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

3.04. Waiver of Notice: Whenever any notice is required to be given to any director of the Corporation under the articles of incorporation, the bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where the director attends the meeting and objects to the transaction of any business because the meeting was not lawfully called or convened.

3.05. Conduct of Meeting: Except to the extent the Board of Directors otherwise provides, the president of the Corporation, and in his or her absence, the vice president of Corporation, and in their absence any person chosen by the Board of Directors present, shall call the meeting of the membership to order and shall act as chairperson of the meeting and the Secretary of the Corporation shall act as secretary of all meetings, but in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

3.06. Unanimous Consent Without Meeting: Any action required or permitted by the bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing or email setting forth the action to be so taken shall be signed by all of the directors then in office.

3.07. Quorum: A majority of the directors then holding office shall constitute a quorum at any meeting of the membership. If a quorum is present, the acts of a majority of the directors in attendance shall be the act of the board. If at any meeting a quorum is not present a majority of the directors present may adjourn such meeting to another Time and Place.

ARTICLE IV OFFICERS

4.01. Officers: The principal officers of the Corporation shall be a president, vice president, secretary and treasurer.

4.02. Election and Term: The officers of the Corporation referred to above, shall be elected or appointed, as the case may be, by the general membership at the annual meeting; and such officer shall hold their respective offices until the annual meeting of the Corporation (unless sooner removed) and until their successors shall be elected and qualified.

4.03. Powers and Duties: The principal duties of the officers referred to above shall be as follows:

(a) President: The president shall be the Chief Executive Officer of the Corporation and shall preside over all membership meetings and, in general, shall supervise and control all of the business and affairs of the Corporation; may sign with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contract or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or the bylaws, or by law to some other officer or agent of the Corporation, and in general, shall perform all such other duties as may be assigned to him or her by the Board of Directors from time to time;

(b) Vice President: In the absence of the president, or in the event of his 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 shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

(c) Secretary: The secretary shall keep the minutes of the meeting of the Whitnall Falcon Booster Club, Inc. in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws in as required by law; keep a register of the Post Office address of each director of the Corporation which shall be furnished to the secretary by such person; and, in general, perform all duties incident to the office of secretary, and such other duties as from time to time may be assigned by the president or the board of directors.

(d) Treasurer: The treasurer shall give such assurances and provide such bond for the faithful discharge of his or her other duties as the board shall determine from time to time. He or she shall submit an annual report of the finances and securities of Corporation to the Board of Directors and perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

4.04. Additional Duties: The officers of the Corporation shall perform such additional or different duties as required by the Board of Directors or as may be prescribed by the bylaws.

4.05. Removal: Any person elected or appointed an officer of the Corporation may be removed from office at any time by a majority vote of the board at any regular or special meeting, whenever in the judgment of such majority, the best interests of the Corporation will be served thereby.

ARTICLE V COMMITTEES

5.01. Standing Committees: The standing committees of the Corporation shall be a Finance Committee, Nominating Committee, Whitnall Wear Committee, Concessions Committee, Silent Auction Committee, Membership Committee, Senior Athletic Banquet Committee, Awards Committee, Post Prom Committee and Hospitality Committee. Members shall be appointed by the President.

5.02. Duties: The principal duties of the standing committees referred to above shall be as follows:

(a) Finance Committee: The Finance Committee shall, as necessary from time to time, review the financial condition of and the nature of the investments of the Corporation and report such findings and its advice with respect thereto to the Board of Directors. In addition, it shall recommend methods of investing funds of the Corporation and otherwise attend to all financial interests of the Corporation as may be requested by the Board of Directors. The committee shall meet as necessary at the request of the chairperson, the treasurer, or a majority of the committee.

(b) Nominating Committee: The nominating committee shall present to the Board of Directors, prior to the annual meeting, nominations for openings and vacancies on the Board of Directors and officers of Corporation. The nominating committee may establish such procedures as are necessary subject to the approval of the Board of Directors, to accomplish the implementation and maintenance provisions as set forth in sections 2.4 and 2.5 therein in particular.

(c) Whitnall Wear: The Whitnall Wear committee shall control inventory, sales, staffing coordination and report to the board on a monthly basis.

(d) Concessions: The concessions committee shall control inventory, sales, staffing coordination and report to the board on a monthly basis.

(e) Silent Auction: The silent auction committee shall work with a board approved budget to coordinate all aspects of the Silent Auction.

(f) Membership: The membership committee shall enlist new members to the organization and keep a current roster of members.

(g) Senior Athletic Banquet: The senior athletic banquet committee shall work with a board approved budget to coordinate all aspects of the Senior Athletic Banquet including the coordinating with the Awards Chairperson and the Athletics/Activities Director from the high school for the athletic awards to be presented at the banquet.

(h) Awards: The awards committee shall coordinate with the high school Athletic/Activities Director the ordering and distribution of WFBC awards throughout the year.

(i) Post Prom: The post prom committee will coordinate all aspects of Post Prom working within the board approved budget. This includes securing a place to hold the event, procuring entertainment for the night and organizing the entire event.

(j) Hospitality: Working with a board approved budget, the hospitality committee will coordinate all organizational needs pertaining to the Homecoming cakes and fall/spring Teacher Luncheon.

5.03. Other Committees. The Board of Directors may, by resolution, create other special or standing committees. Such committee shall have and may exercise such powers as may be provided in the resolution of the Board of Directors designating such committee, and such resolution may from time to time be amended and supplemented. The President may appoint one or more of its members in as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee upon the request of the chairperson of board or upon request by the chairperson of such meeting. Each such committee shall make such reports to the Board of Directors of its activities as the Board of Directors or chairperson may request.

5.04. Committee Chairperson: One member of each committee, who shall be a director, shall be appointed committee chairperson by the president.

5.05. Term of Office: Members of committee shall serve until the next annual meeting of the Corporation or until their successors are appointed, unless the committee shall be sooner dissolved, or unless the member is removed from such committee, or unless he or she ceases to qualify as a member of such committee.

5.06. Quorum: Unless otherwise provided in the action of the Board of Directors creating a committee, a majority of the full committee shall constitute a quorum and the act of the majority of the committee members present at a meeting of which a quorum is present shall be the act of the committee

5.07. Rules: Each committee may adopt rules as necessary for its own government not inconsistent with these bylaws or rules otherwise adopted by the Board of Directors.

ARTICLE VI MEMBERSHIP

6.01 Eligibility: Any person having an interest in the objectives of the organization shall be eligible for membership. A person is enrolled upon completion of the membership form and payment of the annual dues. Membership dues shall be at such rate as voted on by the general membership at the annual June meeting. Membership will expire on June 30th each year and a member must re-enroll to maintain membership status.

6.02 Voting: Each member, having paid his or her dues is deemed to be in good standing and is entitled to cast one vote on WFBC business. Members in good standing may cast their vote at any general meeting they attend. Having met the required quorum for a meeting, official business may be held and voted upon. No member will be entitled to vote by proxy. All purchases and / or donations requested from the WFBC are required to be presented to the board and voted on by the members present at said meeting.

ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS

7.01. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the corporation by the president or the vice president and by the Secretary, or the treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

7.02. Loans: No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority or a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

7.03. Checks: 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 signed by such officer or officers, agent or agents of the Corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority or a resolution of the Board of Directors.

7.04. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE VIII OFFICERS AND DIRECTORS; LIABILITY AND INDEMNITY; TRANSACTIONS WITH CORPORATION

8.01. Liability of Directors and Officers: The liability of directors and officers of the Corporation shall be as permitted by Wisconsin law governing non-stock corporations in effect at the time the incident leading to the request for indemnification occurs. The following language in this section is a summary of section 181.287 and 181.297 of the Wisconsin Statutes as of the date of these bylaws and shall not be construed so as to modify those provisions of the Wisconsin Statutes. Generally, an officer or director will not be liable to anyone for breach of, or failure to perform, a duty unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- A. A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the director or officer has a material conflict of interest;
- B. A violation of criminal law, unless the director or officer has reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
- C. A transaction from which the director or officer derived an improper personal profit; or
- D. Willful misconduct.

8.02. Volunteer: For purposes of section 181.297 of the Wisconsin statutes, all officers and directors of the Corporation are hereby deemed to be volunteers.

8.03. Indemnity of Directors and Officers: All officers and directors of the Corporation, whether or not currently serving in such roles shall be indemnified and shall be entitled to allowance of expenses as permitted by Wisconsin law governing non-stock corporations in effect at the time the incident leading to the request for indemnification occurs. This indemnification right shall inure to the benefit of the heirs and personal representatives of such persons.

The Corporation, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee, agent, former employee or agent, of the Corporation with respect to any action taken or not taken in his or her capacity as such employee or agent, This indemnification right shall inure to the benefit of the heirs and personal representatives of such persons.

8.04. Determination of Right to Indemnification: An officer director or employee or agent seeking indemnification under these bylaws shall have his or her right to indemnification determined pursuant to section 181.043

of the Wisconsin Statutes.

8.05. Transactions with the Corporation: Any contract or other transaction between the Corporation and one or more of its directors or officers, or between Corporation and any firm of which one or more the Corporation's directors or officers are members or employee or in which such directors or officers are interested, or between the Corporation and any other corporation or association of which one or more of the Corporation's directors or officers are shareholders, members, directors, officers or employees all the other corporation or association, or in which such officers or directors are interested, shall not be per se invalid, notwithstanding the presence of such directors or officers at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to such contract or transaction, and also not notwithstanding his or their participation in such action, and the fact of such interest shall be disclosed. The Board of Directors of the Corporation shall authorize approve and ratify such contract or transaction by a vote of the majority, of the directors present, and in authorizing, approving or ratifying such a contract or transaction, such interested director or directors will be counted in determining whether a quorum is present, but will not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE IX CONFLICTS OF INTEREST

9.01. Policy: Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors, officer, administrative staff members, employees, and volunteers or any employee associated with this Corporation, shall be disclosed and made a matter of record on an annual basis as well as when the interest develops, and before the transaction in question is consummated. Procedures designed to insure disclosure may be developed by the Board of Directors from time to time and carried out.

9.02. Disclosure; Voting, Minutes: Any member of the Board of Directors having a duality of interest or possible conflict of interest on any matters should notify the presiding officer of the same and should not vote or use his or her personal influence on the matter. However, such directors may be counted in determining the presence of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the expansion from voting, the quorum situation, and the determination that the proposed contract or transaction is fair and reasonable to the Corporation. However, the foregoing requirements should not be construed as preventing the member of the Board of Directors so involved from briefly stating his or her position on the matter nor from answering pertinent questions of other members of the board.

9.03. Good Faith Standard: The chairperson, other officers, administrative staff members and volunteers shall exercise the utmost good-faith in all transactions touching upon their duties with this Corporation and its operation. In their dealings with and on behalf of the Corporation, they shall be held to a strict rule of honest and fair dealing. All acts of such persons shall be for the best interests of the Corporation. Such persons shall not accept any material gifts, favors or hospitality that might influence their decision-making or actions affecting the institution. They shall not use their positions, or knowledge gained therefrom so that a conflict might arise between the interests of this Corporation and that of an individual.

Any new director, officer, administrative staff member, volunteer, or other employee shall be informed of this policy concurrent with the assumption of responsibilities.

ARTICLE X BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and

records of the corporation may be inspected by any director or member for any proper purpose and any reasonable time.

**ARTICLE XI
FISCAL YEAR**

The fiscal year the Corporation shall commence on the first day of July each year and every year thereafter.

**ARTICLE XII
NO CORPORATE SEAL**

This Corporation shall not have a corporate seal.

**ARTICLE XIV
AMENDMENTS**

These bylaws may be amended or new bylaws adopted by the affirmative vote of a majority of the Board of Directors at any regular or at any special meeting duly called for such purpose, at which a quorum is present.

**ARTICLE XV
CONSTRUCTION**

Words which import one gender may be applied to any gender and words which import singular or plural may be applied to the plural or the singular, all as a sensible construction of language are required.

Executed this 9th day of March 2006.

Mr. Anthony Limoni, President

Ms. Letitia Tutkowski, Secretary