

**BY-LAWS OF KNIGHT BATTALION BOOSTER CLUB INC.
A NOT-FOR-PROFIT CORPORATION**

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BY-LAWS OF KNIGHT BATTALION BOOSTER CLUB INC. A NOT-FOR-PROFIT CORPORATION

ARTICLE I: ORGANIZATION

1. The name of the organization shall be Knight Battalion Booster Club Inc.
2. The organization shall have a seal, which shall be in the following form: a stamp in the form of the specimen corporate seal attached hereto as Addendum A.
3. The organization may change its name in its sole discretion from time to time by majority vote of the Board of Directors.
4. The name (Knight Battalion Booster Club) may also be used for trade purposes.

ARTICLE II: PURPOSE

The following are the purposes for which this organization has been established:

The Knight Battalion Booster Club Inc., is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that has qualifying as exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

PURPOSE: The Knight Battalion Booster Club Inc. exists to support the entire battalion in order that they may be encouraged and motivated to become better citizens by instilling in students the value of citizenship, service to the United States, personal responsibility, integrity, and a sense of accomplishment. This is facilitated by generating enthusiasm in cadet participation, attract and create student leaders, have a positive effect on "at risk" students, and meet or exceed criteria established by JROTC Program as established by the appropriate United States code of regulation and standards set by the United State's Department of Defense.

This will be accomplished by providing the following support and resources:

1. Supervision and organization of fund raising events.
2. The provision of equipment and supplies.
3. Chaperoning on field trips.
4. Providing assistance in preparation and during inspections.
5. Assistance in preparation and during attendance at competitive events, including but not limited to: Drill Team Meets, Marksmanship Meets, Color Guard Competition, Raider Events, Picnics, and as otherwise scheduled by Program Instructors.
6. Provision of beverages and meals as appropriate in support of activities/events.
7. Support activity and coordination as needed for all events.
8. Support and assistance in any other activities identified by Program Instructors that promotes the purpose of this organization.

No part of the net earning of the organization shall insure to the benefit or, or be distributed to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III: MEMBERSHIP

Membership in this organization shall be open to all who desire to support the Knight Battalion Booster Club Inc., which provides support for activities for students who attend Monarch High School, Coconut Creek, FL and who participate in the JROTC program. Support shall be in the form of monetary donations, chaperoning of events by individuals who are at least 21 years of age and who are approved through Broward County Schools, participation in fund raising events, attendance in program sponsored activities, club communication activities, and other volunteer activities.

Levels of membership include the voting board of directors, and non-voting members, who shall be referred to as general members. Non-voting members may include but not limited to: the program instructors, high school graduates who are Knight Battalion alumni, parents, guardians, grandparents, aunts, uncles, and mentors of the Battalion Cadets and Honorary Colonels of the Monarch High School JROTC Program. With the exception of Knight Battalion alumni, membership is open to adults who are at least 21 years old and does not discriminate on the basis of race, color, religion, national origin, or otherwise. The voting Board of Director positions shall only be occupied by parents/guardians of students who are currently enrolled at Monarch High School and are cadets in the JRTOC program.

SENIOR ARMY INSTRUCTOR AND ARMY INSTRUCTOR

The Instructors shall:

Be the liaison between the “Booster Club” and Monarch High School, and retain the right and authority to veto any action or policy which may be in conflict with the program or school.

ARTICLE IV: MEETINGS

The Annual Membership meeting of this organization shall be held on the next to last booster club meeting in April of each and every year, except that if such day falls on a legal holiday, then and in that event the Board of Directors shall fix the day not more than two weeks from the date fixed by these By-Laws. The Secretary shall cause to be mailed or emailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such Annual Meeting. Regular meetings of this organization shall be held on the first Wednesday of every month from September through June, in a designated JROTC classroom at Monarch High School. Notices of such meeting shall be mailed or e-mailed to all members at their addresses as they appear in the membership roll book at least fourteen (14) days before the scheduled date the presence of not less than 75% percent of the Board members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than two weeks from the date scheduled in these By-Laws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum shall be required at any adjourned meeting. Special meetings of this organization may be called by a board member when deemed to be in the best interest of the organization. Notices of such meeting shall be mailed or e-mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of 75% of the members of the Board of Directors, the president shall cause a special meeting to be called but such request must be made in writing or electronically submitted at least ten (10) days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V: DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VI: VOTING

At all meetings, except for the election of officers to the Board of Directors, all votes are by the majority of the Board of Directors, and expressed by voice. In regards to voting for the Board of Director positions by the general members, there will be 1 vote per membership (dues paid).

Election of Officers to the Board of Directors

For votes by ballot and prior to the commencement of balloting, the Board shall appoint a committee of three (3) "Inspectors of Election" who shall, at the conclusion of such balloting, certify in writing to the Board the results of the election, and the certified copy shall be physically affixed in the Minute Book to the minutes of that meeting.

No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

All voting members are required to sign the sign in sheet prior to voting.

1. Officers to the Board of Directors will be nominated and voted for by the General Membership. The Offices of President, Vice President, Secretary, and Treasurer.
2. The nominating committee will be comprised of members from the current board. The Secretary will call for verbal nominations from the assembled members for the available positions noted above. The Secretary will make a final call for nominations. Once the final call has been made and no other nominations have been submitted, the Secretary will close the nominations.
3. Upon acceptance of the nomination, the nominees will be made known to the assembled membership and will be eligible candidate for the position for which they were nominated.
4. A ballot shall be provided to each member present. The Ballot will consist of sections for the four (4) offices available for election with a blank spaces next to those positions. The names of the nominees will be listed in the blank spaces.
5. Members will write an X next to the name of the nominee of choice for the open position being voted upon, based on the pool of nominated candidates.
6. There shall not appear any place on such ballot that might tend to indicate the name of the person who cast such ballot. Each Ballot will be numbered to make sure the number of Ballots match the number of members listed on the sign in sheet.
7. For the election of officers, the majority of general members present shall determine the outcome.

Election Procedures

1. Meeting called to Order.
2. Selection of "Inspector's of Elections" and "Chairperson of Elections".
3. Sign in sheet.
4. Nominations.
5. Voting.
6. Counting of the votes.
7. Certification of the votes by the Inspector's of Elections.
8. The Chair of Elections will announce the new board. (Approved by majority vote of the membership present,)
9. Adjournment

ARTICLE VII: ORDER OF BUSINESS

1. Roll Call. 2. Reading and Approval of the Minutes of the preceding meeting. 3. Senior Army Instructor Report. 4. SFC Instructor Report. 5. Reports of Officers. 6. Reports of Committees. 7. Old and Unfinished Business. 8. New Business. 9. Good of the Order. 10. Adjournments.

ARTICLE VIII: BOARD OF DIRECTORS

A Board of Directors consisting of four Officers shall manage the business of this organization. Each of the Officers selected shall be a resident of the State of Florida and must be able to be approved as a volunteer by the Broward County School Board. Each shall serve in one of the following offices: President, Secretary, Treasurer, or Vice President. The Vice President shall also serve as a Director at Large. The Secretary and Treasurer may also serve as a Vice President. The Officers to the Board shall serve a term of one year and will be chosen and elected at the Annual Meeting of this organization as described in Article V of these By-Laws.

There are no term limits; however, Officers are required to be elected at the Annual Meeting for each subsequent term.

Terms will be concurrent with the fiscal year described in Article XV Fiscal, which will begin July 1st and end the subsequent year on June 30th.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its President after due notice to all the directors of such meeting. Seventy Five (75%) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly once each calendar quarter. Each Officer shall have one vote and such voting may not be done by proxy. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year. An Officer may resign any time during their elected year if they are unable to fulfill the duties for which they were elected. Resignation should be done in writing if feasible.

The Board of Directors shall appoint all committee members. A Director may be removed when sufficient cause exists for such removal in the judgment of the majority of the Board of Directors (after excluding the vote of the Director whose conduct is at issue). The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE IX: OFFICERS

The initial officers of the organization shall be as follows: President, Vice President (Director at Large), Secretary, Treasurer.

For the initial officers elected for the 2010-2011 school year refer to adopted minutes from the final Booster Club meeting held September 29th, 2010 attached hereto as Addendum B.

ROLES AND RESPONSIBILITIES: The Office of President:

The President shall:

- Preside at all membership meetings;
- Serve as President of the Board of Directors;
- Present at each Annual Meeting of the organization an Annual Report of the work of the organization;
- Appoint all permanent committees;
- Verify that all books, reports and certificates required by law are properly kept or filed;
- Be one of two officers who may jointly sign the checks or drafts of the organization;
- Possess such powers as may be reasonably construed as belonging to the president or chief executive of any non-profit organization.

The Office of Vice President and Director at Large

The Vice President shall:

- Support any of the key functions of the Board or any of its committees as deemed necessary by the President.
- Be one of two officers who may jointly sign the checks or drafts of the organization;
- Serve as the Director at Large.
- The Director at Large may, in the event of the absence or inability of any Board of Director Officers to fulfill the duties of that office;
- May complete the remaining term of the vacant position of any Officer in the organization with all the rights, privileges and powers as if said person had been the duly elected President, Secretary or Treasurer upon the collective agreement of remaining Board Members.

The Office of Secretary

The Secretary shall:

- Keep the minutes and records of the organization in appropriate books and shall perform the following duties;
- File any certificate required by any statute, federal or state;
- Provide all notices to members of this organization;
- Act as the official custodian of the records and seal of this organization;
- Be one of the two officers who may jointly sign the checks and drafts of the organization;
- Present to the membership at any meetings any communication addressed to Secretary of the organization;
- Submit to the Board of Directors any communications, which shall be addressed to the Secretary of the organization;
- Attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary;
- Coordinate the development of and maintain procedural and guidance documents for the purposes of defining roles, responsibility, and processes that support key activities either the Booster Club initiates and/or participates in a supportive manner;
- Review any and all procedures on an annual basis and make recommendations to the Board for revision, deletion, or generation of new documents.

The Office of Treasurer The Treasurer shall

- Have the care and custody of all monies belonging to the organization, shall be solely responsible for such monies or securities of the organization, and shall perform the following duties:
- Deposit Knight Battalion Booster Club Inc. funds in a regular business bank or trust company in the State of Florida;
- Maintain a petty cash fund with a balance of \$100 for reimbursement for cash purchases, and shall disburse from this fund only when presented with a valid receipt to support reimbursement to a Booster Club authorized activity, subject to replenishment of this fund to ensure that monies are available when necessary;
- Maintain the necessary records to document withdrawals for the general account and receipts for disbursements;
- Be one of the officers who shall jointly sign checks or drafts of the organization;
- Render at stated periods as the Board of Directors shall determine a written account of the finances of the organization, which report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- Exercise all duties incident to the office of Treasurer. No Officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE X: SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE XI: COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. The permanent committees shall include:

1. Fund Raising Committee/Corporate Solicitation Committee
2. Host Competition/Competition Committee(Drill Team, Marksmanship, Color Guard Committee, Raiders) Committee
3. Special Events Committee
4. Newsletter Committee.

Additional committees may be appointed by the President. All committees shall report on their activities at each regular meeting and/or whenever the President so directs.

ARTICLE XII: DUES

Unless and until changed by majority vote of the Board of Directors, the dues of this organization shall be \$10.00 per annum per person and shall be payable by October 1 of each year.

ARTICLE XIII: MEMBERSHIP CERTIFICATES

Membership certificates will be issued to the first twenty inaugural members of the Knight Battalion Booster Club Inc. ("The Booster Club") to commemorate the official formation and incorporation of the booster club as a non-profit organization formed under the laws of The State of Florida. This certificate is issued for ceremonial purposes only. The membership represented by this certificate represents membership in the Booster Club supporting JROTC program activities open to all students of Monarch High School, Coconut Creek, FL. Accordingly, this certificate is not being acquired for investment, may not be sold, or transferred, is not registered under the Securities Act of 1933, or under any State Blue Sky Laws, and has no cash value or other commercial value.

ARTICLE XIV: DOCUMENTATION OF DEVELOPMENT

1. Adopted minutes from the final Booster Club meeting held September 29th, 2010 attached hereto as Addendum C.
2. Election of officers elected for the 2010-2011 school year.

ARTICLE XV: FISCAL

The fiscal year shall be July 1 through June 30.

ARTICLE XVI: AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than Three Quarters (75%) percent of the Board of Directors.

ARTICLE XVII: MISCELLANEOUS

Each officer, director, employee, agent, or volunteer shall be entitled to indemnification to the maximum extent permitted by the laws of the State of Florida, as the same exists or as hereinafter amended, but only to the extent of the policy limits of insurance for the organization to support these indemnification obligations. These By-Laws shall be governed by the laws of the State of Florida. Corporate Indemnification Plan shall be adopted and is hereto attached as Addendum E.

Signatures:

Adopted by the Board of Directors of KNIGHT BATTALION BOOSTER CLUB INC.
on the 29th day of September, 2010. By:

Cassandra Conforte

(NAME) President (SIGNATURE)

Lisa

(NAME) Vice-President (SIGNATURE)

Ken Wilcox

(NAME) Secretary (SIGNATURE)

Jackie Yasin

(NAME) Treasurer (SIGNATURE)

[Signature]

Notary

Seal



Josefina Perez
COMMISSION # DD740334
EXPIRES: DEC. 09, 2011
WWW.AARONNOTARY.COM