

THOMAS JEFFERSON HIGH SCHOOL FOR SCIENCE AND TECHNOLOGY
ACADEMIC BOOSTERS INC.

BY-LAWS

ARTICLE I

OFFICES

Section 1.1. Principal Office. The principal office of the corporation in the Commonwealth of Virginia shall be located in the County of Fairfax. The corporation may have such other offices, either within or without the Commonwealth of Virginia, as the directors may from time to time determine.

Section 1.2. Registered Office. The corporation shall have and continuously maintain in the Commonwealth of Virginia a registered office and a registered agent whose office is identical with such registered office, as required by the Virginia Nonstock Corporation Act. The address of the registered office and the registered agent may be changed from time to time by the directors, and the registered office may be, but need not be, identical with the principal office of the corporation in the Commonwealth of Virginia.

ARTICLE II

MEMBERS

Section 2.1. Qualifications. The corporation shall have one class of members. To be a member, a person must be a parent or guardian of a student at Thomas Jefferson High School for Science and Technology ("TJHSST") or a member of the faculty or the administration at TJHSST and must have paid the annual dues for the current membership year. The membership year shall begin on November 1 of each year and end on the following October 31.

Section 2.2. Place of Meetings. All meetings of the members for the election of directors or for any other purpose shall be held in the County of Fairfax, Commonwealth of Virginia, at such place as may be fixed from time to time by the board of directors, or at such other place either within or without the Commonwealth of Virginia as shall be designated from time to time by the board of directors.

Section 2.3. Annual Meeting. Commencing with the year 1989, annual meetings of members for the election of directors and for the transaction of such other business as may properly be brought before the meeting shall be held at the time of the Academic Awards Assembly of TJHSST or at such other date and time as shall be designated from time to time by the board of directors. When directors or officers are to be elected by members, the board of directors may determine to conduct the election by mail.

Section 2.3A. Nominations for Director. Nominations for election to the board of directors may be made by the board of directors or by any member entitled to vote for the election of directors. Nominations other than those made by or on behalf of the existing board of directors of the corporation shall be made in writing and shall be delivered or mailed to the president of the corporation, not less than 7 days nor more than 30 days prior to the any meeting of the members called for the election of directors, provided however, that if less than 14 days' notice of the meeting is given to members, such nomination shall be mailed or delivered to the president of the corporation not later than the close of business on the seventh day following the day on which the notice of meeting was first given. A notice of nomination shall contain the name, address and telephone number of each proposed nominee and of the notifying member. (Section added 5/17/89.)

Section 2.4. Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the president and shall be called by the president or secretary when directed by the board of directors or when requested in writing by members having one-twentieth of the votes entitled to be cast at the meeting. A members' request shall state the purpose or purposes of the proposed meeting.

Section 2.5. Notice of Meetings. Written notice of an annual or special meeting stating the place, date and time of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given, either personally or by mail, not less than 10 nor more than 60 days before the date of the meeting, to each member entitled to vote at such meeting.

Section 2.6. Members' List. The officer who has charge of the record of members of the corporation shall make, at least ten days before every meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each member. The list shall be open to the examination of any member, for any purpose germane to the meeting, during usual business hours, for a period of at least ten days prior to the meeting, either at TJHSST or at the place where the meeting is to be held. The list shall also be produced and kept open at the time and place of the meeting during the whole time thereof, and may be inspected for purposes of the meeting by any member who is present. The original record of members shall be prima facie evidence as to who are the members entitled to examine the list or to vote at any meeting of members.

Section 2.7. Quorum. At any meeting of members, ten percent of the members, present in person or represented by proxy, shall constitute a quorum for the transaction of business except as otherwise required by statute or by the articles of incorporation. If, however, a quorum shall not be present or represented at any meeting of the members, the members entitled to vote at the meeting, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement of the new date, time and place at the meeting, until a quorum shall be present or represented. At an adjourned meeting at which a quorum shall be present or

represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member entitled to vote at the adjourned meeting.

Section 2.8. Manner of Acting. When a quorum is present at any meeting, the vote of a majority of the members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the articles of incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 2.9. Voting. Each member shall at every meeting of the members be entitled to one vote in per-on or by proxy, but no proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a longer period.

Section 2.10. Fixing Record Date. In order that the corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which record date shall not be more than sixty nor less than ten days before the date of the meeting. If no record date is fixed by the board of directors, the record date for determining members entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

ARTICLE III

DIRECTORS

Section 3.1. Number, Tenure and Qualifications. The number of directors which shall constitute the whole board shall be not less than 10 nor more than 25, the number of directors within these limits to be determined by resolution of the board of directors. Commencing in 1989, the directors shall be elected at the annual meeting of the members, except as provided in Section 3.2 of this Article, and each director elected shall hold office until his successor is elected and qualified or until his earlier resignation or removal. Directors need not be members.

Section 3.2. Resignation, Filling Vacancies. Any director may resign at any time by delivering written notice to the president or the secretary of the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Vacancies and newly created directorships resulting from any increase in

the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced.

Section 3.3. General Powers. All corporate powers shall be exercised by or under the authority of, and the business of the corporation managed under the direction of, the board of directors, which may do all such lawful acts and things as are not by statute or by the articles of incorporation or by these by-laws directed or required to be exercised or done by the members.

Section 3.4. Place of Meetings. The board of directors of the corporation may hold meetings, both regular and special, either within or without the Commonwealth of Virginia.

Section 3.5. Annual Meeting. The first meeting of each newly elected board of directors shall be held at the place of and immediately following the annual meeting of members and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present; or it may meet at such time and place as shall be specified in a notice given in the manner provided for special meetings of the board of directors, or as shall be specified in a written waiver signed by all of the directors.

Section 3.6. Regular Meetings. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

Section 3.7. Special Meetings. Special meetings of the board may be called by the president on two days' notice to each director; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of five or more directors.

Section 3.8. Quorum, Manner of Acting. At all meetings of the board, one-third of the prescribed number of directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the articles of incorporation. A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless: he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting specified business at the meeting; or he votes against, or abstains from, the action taken. If a quorum shall not be present at any meeting of the board of directors the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.9. Acting Without a Meeting. Unless otherwise restricted by the articles of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, signed either before or after the action taken, and the writing or writings are filed with the minutes of proceedings of the board or committee or with the corporate records reflecting the action taken.

Section 3.10. Conference Call Meetings. Unless otherwise restricted by the articles of incorporation or these by-laws, members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 3.11. Designation of Committees of Directors. The board of directors may, by resolution passed by a majority of the whole board, create one or more committees and appoint directors to serve on them, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

Section 3.12. Power and Authority of Committees of Directors. Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation; but no such committee may: approve or recommend to members action that the statutes require to be approved by members; fill vacancies on the board or on any of its committees; or adopt, amend or repeal the by-laws of the corporation. Unless otherwise provided in the resolution of the board of directors, the procedures that apply to the conduct of business by the board of directors shall apply to all committees as well.

Section 3.13. Compensation of Directors. Directors shall not receive any salaries or fees for their services, but they shall be reimbursed for out-of-pocket expenses incurred in the performance of their duties on behalf of the corporation.

Section 3.14. Removal of Directors. Any director of the corporation or the entire board of directors maybe removed, with or without cause, by a majority of the members at a meeting called for the purpose of removing the director or directors.

Section 3.15. Director Conflicts of Interest. A transaction with the corporation in which a director of the corporation has a direct or indirect personal interest is not voidable by the corporation solely because of the director's interest in the transaction if any one of the following is true: (a) The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the

board of directors and the board of directors or committee authorized, approved or ratified the transaction; (b) the material facts of the transaction and the director's interest were disclosed to the members entitled to vote and they authorized, approved or ratified the transaction; or (c) the transaction was fair to the corporation.

ARTICLE IV

NOTICES

Section 4.1. Manner of Giving. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or member, it shall not be construed to mean personal notice, but such notice maybe given in writing, by mail, addressed to such director or member, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when it shall be deposited in the United States mail. Notice to directors may also be given personally, by telephone or by telegram or similar communication.

Section 4.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or of the articles of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the date and time of the meeting that is the subject of the notice, shall be deemed equivalent to notice. The waiver shall be delivered to the secretary for inclusion with the minutes or filing with the corporate records. Attendance of a person at a meeting shall constitute a waiver of: (a) notice of such meeting, except when the member or director objects, at the beginning of the meeting, to holding the meeting or transacting any business at the meeting; and (b) consideration of a particular matter at a meeting of members that is not within the purposes described in the notice, except when the member objects to considering the matter when it is presented.

ARTICLE V

OFFICERS

Section 5.1. Election, Number. At the first meeting of the board of directors after each annual meeting of members or at such other time when there shall be a vacancy, the board of directors shall elect the officers of the corporation. The officers shall be a president, a vice-president, a secretary and a treasurer. The board of directors may also choose additional vice-presidents, and one or more assistant secretaries and assistant treasurers. The board of directors may also appoint such other officers and agents as it shall deem necessary. All officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be prescribed by these by-laws or as shall be determined from time to time by the board. Any number of offices may be held by the same person, unless the articles of incorporation or these by-laws otherwise provide.

Section 5.2. Compensation. Officers shall not receive any salaries for their services, but they shall be reimbursed for their out-of-pocket expenses incurred in the performance of their duties on behalf of the corporation.

Section 5.3. Term of Office. The officers of the corporation shall hold office until their successors are chosen and qualify or until their earlier resignation or removal. Any officer elected or appointed by the board of directors may be removed at any time with or without cause by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

Section 5.4. The President. The president shall preside at all meetings of the board of directors and of the members, shall be the chief executive officer of the corporation, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

Section 5.5. The Vice-Presidents. In the absence of the president or in the event of the inability or refusal of the president to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated by the directors, or in the absence of any designation, then in the order of their election) 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-presidents shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 5.6. The Secretary. The secretary shall attend all meetings of the board of directors and all meetings of the members and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or the president. The secretary shall have custody of the corporate seal of the corporation, and the secretary, and any other officer authorized by the board, shall have authority to affix the same to any instrument requiring it.

Section 5.7. The Assistant Secretary. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of the secretary's inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 5.8. The Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories

as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all the transactions as treasurer and of the financial condition of the corporation.

Section 5.9. The Assistant Treasurer. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the treasurer or in the event of the treasurer's inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

ARTICLE VI

GENERAL PROVISIONS

Section 6.1. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 6.2. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

Section 6.3. Seal. The form of the corporate seal shall be determined by the board of directors. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 6.4. Indemnification. The corporation shall indemnify its officers and directors to the full extent permitted by the Virginia Nonstock Corporation Act.

ARTICLE VII

AMENDMENTS

Section 7.1. These by-laws may be altered, amended or repealed or new by-laws may be adopted by the board of directors at any regular or special meeting of the board, or by the members at any regular or special meeting of the members, provided notice of such alteration, amendment, repeal or adoption of new by-laws be contained in the notice of such meeting of members.

Adopted: October 19, 1988
Amended: May 17, 1989 (Section 2.3A added)
Amended: May 16, 1990