

**BY LAWS**  
**OF**  
**ALUMNI & FRIENDS OF YORKTOWN HIGH SCHOOL, INC.**

(a nonprofit, nonstock corporation formed under  
the Virginia Nonstock Corporation Act)  
(Rev. Dec. 20, 2000)

**ARTICLE I**  
**NAME; OFFICES; PURPOSES**

Section 1.01. Name. The Corporation shall be known as Alumni & Friends of Yorktown High School, Inc. (the "Corporation").

Section 1.02. Organization. The Corporation is incorporated in Virginia under the Virginia Nonstock Corporation Act (the "Act") as a nonstock, nonprofit corporation that is intended to be an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as time-to-time amended.

Section 1.03. Offices. The principal office of the Corporation shall be located within the Commonwealth of Virginia, at such place as the Board of Directors shall designate from time-to-time. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the Commonwealth of Virginia a registered office at such place as may be designated by the Board of Directors.

Section 1.04. Purposes and Objectives. The purposes and objectives of the Corporation are to develop alumni support of Yorktown High School, its alumni, faculty and current students through reunions, scholarships, career development, and other special activities. All such purposes shall at all times be exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt 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.

In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in sections 13.1-826 and 13.1-827 of the Virginia Nonstock Corporation Act, as from time-to-time amended.

**ARTICLE II**  
**MEMBERS**

Section 2.01. Classes and Qualification of Membership. The Corporation shall have one class of members. Any Yorktown High School graduate or interested person(s) (natural or juridical) dedicated to the purposes of the Corporation, and satisfying the qualification requirements set forth below shall be eligible for membership on approval of the membership application by the Board of Directors as set forth in Section 2.03 below and the payment of such dues and fees as the Board of Directors may fix from time-to-time.

Section 2.02. Rights of Members. All members shall be entitled to all benefits of membership as designated by the Board of Directors.

Section 2.03. Admission to Membership. Any individual, family member or interested person in the community desiring to secure admission to membership in the Corporation shall complete and submit to the Corporation the membership application prescribed by the Board of Directors, along with the dues as fixed for the ensuing year by the Board of Directors.

(a) Processing Procedure. Upon receiving applications for membership to the Corporation, the Board of Directors shall ascertain that the applicant is eligible for membership under Section 2.01. Upon a majority vote of the Directors attending the meeting at which the application is submitted, the applicant shall be admitted as a member. All letters of rejection shall state the reason for the applicant's rejection and the procedure for appeal of membership denial, should the applicant wish to appeal an adverse decision.

Section 2.04. Term. The term of membership shall be annual. Once admitted to membership in the Corporation, a member shall continue as a member in good standing upon the payment of dues as established from time-to-time until such member is terminated pursuant to Section 2.06 hereof.

Section 2.05. Membership Dues. Each member shall be required to pay annual dues by the date specified by the Board of Directors in an amount established by the Board of Directors. All dues shall be payable to the Corporation. No memberships shall be accepted for a period of less than twelve months unless special permission is granted by the Board of Directors.

(a) Waiver of Dues. The dues of any member may be waived, or an equivalent in-kind contribution may be accepted, subject to express prior approval by a majority vote of the Board of Directors.

(b) Late Payment and Nonpayment of Dues. Any member failing to pay the dues within thirty (30) days after they become due shall be notified by the Corporation. If the dues are not fully paid within thirty (30) days from the delinquency notice, the Board of Directors may, in its sole discretion, terminate the membership and all incidental rights and privileges of such member. The decision of the Board of Directors shall be final. No member shall be eligible to vote while their dues are in arrears.

Section 2.06. Termination of Membership. A member's membership in the Corporation shall terminate upon the occurrence of any of the following events:

(a) Failure to pay dues, as set forth in Section 2.05 hereof;

(b) Expulsion, as hereafter described in this Section 2.06(b). If any member or an individual, firm, partnership, corporation, or other legal entity associated with such member is found to be in willful violation of any section or any Article of these By Laws or the Articles of Incorporation or policies of the Corporation, as amended from time-to-time (including, but not limited to satisfaction of the membership eligibility requirements set forth in Section 2.01 hereof), such member may be expelled from membership by a majority vote of the Board of Directors, provided that such member is first notified at least ten (10) days before the proposed action is to be considered, and that the member may appear at such meeting to show cause why its membership should not be terminated. The decision of the Board of Directors whether to expel such member shall be final.

Section 2.07. Re-Election to Membership. Members who have been expelled for cause shall be eligible for re-election to membership upon such terms or conditions as the Board of Directors shall determine.

Section 2.08. Nontransferability of Membership. Membership in the Corporation is not transferable.

Section 2.08.1 Non-Payment/ Inactive Status. Members may petition the Board of Directors to be placed on inactive status forfeiting all benefits and notice until membership is reactivated.

Section 2.09. Annual Meeting. A meeting of the members of the Corporation may be held annually for such business as may properly come before the meeting, except that an annual meeting need not be held if the Board of Directors determines that there are no matters to be presented to the membership. Such Annual Meeting shall be held on such date and at such time as is set by the Board of Directors.

Section 2.10. Special Meetings. Special meetings of the members of the Corporation may be called by the President or any member of the Board of Directors.

Section 2.12. Place and Time of Meetings. Meetings of members may be held at such place, within or without the Commonwealth of Virginia, and at such hour as may be fixed in the notice of the meeting. If no place and hour are so fixed, such meeting shall be held at the principal office of the Corporation at 7:30 p.m. unless otherwise announced.

Section 2.13. Notice of Annual and Special Meetings. Written and/or oral notice of each meeting of the members shall be given by the Corporation, 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 being called. Notice may be given via the alumni newsletter no less than ten (10) days nor more than sixty (60) days before the date of such meeting. An affidavit of the Secretary or Assistant Secretary (if any) that the notice has been given, in the absence of fraud, shall be *prima facie* evidence of the facts stated therein.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 2.14. Quorum. There shall be no quorum requirement for the transaction of any business at a special or annual meeting of the members. The members present at a duly organized meeting may continue to do business until adjournment.

Section 2.15. Presiding Officer and Secretary. Meetings of members shall be presided over by the Chairman of the Board, if any or if the Chairman is not present (or, if there is none), by the President, or, if the President is not present, by a Vice President, if any, or, if a Vice President is not present (or, if there is none), by such person who may have been chosen by the Board of Directors. The Secretary of the Corporation, or, if the Secretary is not present, an Assistant Secretary, if any, or, if the Assistant Secretary is not present (or, if there is none), such person as may be chosen by the Board of Directors, shall act as Secretary of meetings of members.

### ARTICLE III BOARD OF DIRECTORS

Section 3.01. Power of Board and Qualification of Directors. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

Section 3.02. Number and Election.

(a) Except for the initial and first Board of Directors, the directors of the Corporation shall be elected annually by a majority vote of the members for a term of three years, or, if elected at a time other than upon the annual meeting of directors, for a term expiring at the end of the term of office of the individual being replaced. A newly elected director shall begin his or her term at the conclusion of the annual meeting at which the director was elected and shall hold office, unless sooner removed, until his or her successor has been duly elected and qualified.

(b) The number of initial directors of the Corporation shall be one, whose name and address shall be designated in the Articles of Incorporation. The initial director shall hold office until the initial

annual meeting of the Board of Directors (the "Initial Meeting"). At the Initial Meeting, three directors shall be appointed by the initial director for terms of office, to be drawn by lot, of three, two and one years. The number of directors may be increased or decreased from time-to-time by amendment of these By Laws or action of the Board of Directors, but in no event after the initial meeting shall the number of directors be less than three or greater than nine persons except by amendment of these By Laws.

Section 3.03 Vacancies and Newly-Created Directorships. Vacancies and newly-created directorships resulting from any increase in the authorized number of directors elected by the directors may be filled by a majority of the directors at the next annual meeting, and may be filled in the interim by a majority vote of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy or a newly-created position shall hold office until the next expiration of the term of office of the individual being replaced.

Section 3.04. Removal of Directors. Any one or more of the directors may be removed for cause at any time by action of the majority of the directors, provided that such director is first notified at least ten (10) days before the proposed action is to be considered, and that the director may appear at such meeting to show cause why its directorship should not be terminated.

Section 3.05. Resignations. Except as otherwise provided by law, any director of the Corporation may resign at any time by giving written notice to the Board, the Chairman, the President, or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 3.06. Quorum of Directors and Action of the Board. Unless a greater proportion is required by law or by the Certificate of Incorporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business; provided, however, that if less than a majority of directors then in office are present at a meeting, a majority of the directors present may adjourn the meeting from time-to-time without further notice. Except as otherwise provided by law or the Articles of Incorporation or these By Laws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. Any dissenting Director may include his or her dissent to the official minutes of the Corporation within two weeks after the meeting at which the dissent arose.

Section 3.07. Meetings of the Board. An annual meeting of the Board of Directors shall be held each year directly after the annual meeting of members unless otherwise fixed by the Board of Directors. Regular meetings of the Board shall be held at such times as may be fixed by the Board of Directors. Special meetings of the Board may be held at any time whenever called by the Chairman of the Board, if any, by the President, or by a majority of the entire Board of directors.

Meetings of the Board of Directors may be held at such place within the Commonwealth of Virginia, or telephonically, and upon such notice as may be Prescribed by resolution of the Board of Directors. A director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting unless otherwise required by law, the Articles of Incorporation, or these By Laws.

Section 3.08. Chairman of the Board. The Chairman of the Board, if any, shall preside over meetings of the members and the Board of Directors, shall be an *ex officio* member of all committees of the board, and shall have such other duties as may from time-to-time be Prescribed by the Board of Directors.

Section 3.09. Presiding Officer. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or if the Chairman is not present (or, if there is none), by the Vice Chairman, or, if the Vice Chairman is not present, by such person as the Board may appoint for the purpose of presiding at the meeting from which the Chairman is absent.

Section 3.10. Action by Unanimous Written Consent; Meeting by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these By Laws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent either verbally or in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board. Unless otherwise restricted by the Articles of Incorporation or these By Laws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 3.11. Compensation. Directors and officers shall not receive any stated salaries for their services as directors and officers but may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

#### ARTICLE IV COMMITTEES

Section 4.01. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing committees, each of which shall consist of one or more directors, which committees, except as otherwise provided by law, the Articles of Incorporation, or these By Laws, shall have, to the extent provided in the resolution, all the powers of the Board of Directors. All committee's shall be authorized and encouraged to work with school administration and employees, Booster Clubs, the PTA, and any and all other groups of a similar nature. The Corporation's standing committees and their duties include:

Budget Committee - develops a budget process; creates and maintains a dues structure and payment schedule; manages resources and makes projections regarding fiscal needs for the future.

By Laws - maintains and revises the By Laws of the Corporation.

Public relations - assists in preparation and publishing of newsletter, advertisements and promotion of special events.

Membership Committee - Maintains and strives to build membership through member solicitation mailings and phone efforts. Also maintains the membership list. The Reunion Coordinator shall be a member of this committee to assist alumni reunion committees with their membership lists and to include information on the Corporation. This committee would also be responsible to coordinate and plan special events. The membership list shall be the property of the Corporation and not be used for private gain without the prior written approval of a majority of the Board of Directors.

Traditions - document awards to the school and individuals since the opening of Yorktown High School; locate, review, save, store and display trophies, sports film, newspapers, etc.

Awards, Scholarships & Funding Committee - researches and presents recommendations for awards and scholarships to benefit individuals within the school community based on such terms and conditions as shall hereinafter be adopted.

Other -all other standing or *ad hoc* committees as the Board of Directors shall create

Executive Committee - an *ad hoc* Executive Committee of the Corporation composed of at least two individuals serving as either a Director or Officer of the Corporation is hereby created until repealed by the Board. The composition of this Committee may vary based on the nature of issues they may be asked to address. This Committee shall be empowered to conduct the day-to-day affairs of the corporation between meetings of the Board of Directors.

Unless expressly provided otherwise by law, the Articles of Incorporation, or Corporate By Laws, this committee shall have, and may exercise, all the authority of the Board of Directors, except that it shall not be entitled to:

- a. Change the principal office of the corporation;
- b. Amend or repeal the Bylaws or adopt new Bylaws;
- c. Change the number of the Board of Directors or fill vacancies thereof;
- d. Remove Officers or Directors from office;
- e. Approve any salary or remuneration of any Director or Officer;
- f. Approve the dissolution of the Corporation, or make any changes to its corporate purpose.

The actions of this committee shall be reported to the Board of Directors and are subject to alteration or repeal by the Board. Members of the Executive Committee shall consult prior to undertaking any action on behalf of the corporation, but it need not meet unless desired. The Committee may authorize one member to implement Committee decisions. (Added Dec. 20, 2000)

Section 4.02. Advisors to the Corporation. The Board of Directors, by resolution adopted by a majority of Directors in office, may elect or appoint any person or persons to act in any advisory capacity to the Corporation, including but not limited to regional councils and advisory boards, or in any honorary capacity with respect to the Corporation.

Section 4.03. Quorum. A majority of the members of any committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of members thereof shall be required for any action of the committee.

Section 4.04. Vacancies; Changes; Discharge. The Board of Directors shall have the power at any time to fill vacancies in, or change the membership of, or to discharge any committees or advisory boards.

Section 4.05. Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if written or verbal consent setting forth the action so taken shall be given by all of the members of such committee. Such consents shall be filed with the minutes of the proceedings and may include approvals by email.

Section 4.06. General Provisions. Any committee or advisory board shall keep a record of its proceedings, which shall from time-to-time be reported to the Board of Directors. Any committee or advisory board may take action without a meeting and one or more members of any committee or advisory board may participate in any meeting of the committee or advisory board in the same manner provided for Board action in Section 3.09 of these By Laws. No standing or *ad hoc* committee shall have the power or authority to amend the Articles of Incorporation, adopt an agreement of merger or consolidation, authorize the sale, lease, or exchange of all or substantially all of the Corporation's property and assets, dissolve the Corporation, or revoke a resolution dissolving the Corporation, fill vacancies on the Board or any committee, or amend or repeal the By Laws of the Corporation.

Section 4.07. Records. Written minutes shall be kept of each meeting of each committee or advisory board. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each member of the Board of Directors.

ARTICLE V  
OFFICERS, AGENTS, AND EMPLOYEES

Section 5.01. Officers. The Board of Directors shall elect President, one or more Vice-Presidents, a Treasurer, and a Secretary, and it may, if it so determines, elect or appoint a Chairman of the Board and such other officers and assistant officers as may be deemed necessary. If the Board of Directors so determines, the officers of the Corporation may be designated by such additional or alternate titles as the Board deems appropriate. Any two (2) or more offices may be held by the same person.

Section 5.02. Election; Term of Office; Removal. Unless otherwise provided by resolution of the Board of Directors, all officers of the Corporation shall be elected or appointed at the annual meeting of the Board. Each officer shall serve for a term of one year or until his successor has been elected or appointed and qualified or his or her earlier death, resignation, or removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby; provided, however, that the removal of an officer shall be without prejudice to his contractual rights, if any, and the election of an officer shall not of itself create contract rights.

Section 5.03. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect at the date of receipt of such notice by the Chairman of the Board or at the time therein specified; and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the affirmative vote of a majority of the remaining Board of Directors for the unexpired portion of the term of that office.

Section 5.05. Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these By Laws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

A. President. The President shall be the chief operating officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs, and property of the Corporation and general supervision over its other officers and agents. In general, he shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect.

B. Vice President(s). In the absence of the President or in the event of his inability or refusal to act, the Vice President, if any (or in the event there is 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 of the powers of and be subject to all of the restrictions upon the President. The Vice President(s), if any, shall perform such other duties and have such other powers as the Board of Directors may from time-to-time prescribe by standing or special resolution, or as the President may from time-to-time provide, subject to the powers and the supervision of the Board of Directors.

C. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation; shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with Article VI of these By Laws; and, in general, shall perform the duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned by the President or by the Board of Directors. The Treasurer

shall, if required by the Board of Directors, give such fidelity bond or security for the faithful performance of his duties as the Board may require, for which he or she may be reimbursed.

D. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of committees having any authority of the Board of Directors in one or more books provided for that purpose; ensure that all notices are duly given in accordance with these By Laws or as required by law; be the custodian of the corporate records and seal of the Corporation; ensure that the seal of the Corporation is affixed to any instrument requiring it, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of these By Laws, and when so affixed, it may be attested by his signature; 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 by the Board of Directors. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

E. Transfer of Authority. In case of the absence of any officer or for any other reason that the Board of Directors deems sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer or to any director or employee or member of the Corporation by the vote of a simple majority of the Board.

Section 5.06. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.07. Compensation of Officers, Agents, and Employees. The Corporation may pay compensation in reasonable amount to officers, agents, and employees for services rendered, such amounts to be fixed by a majority of the Board of Directors. The Board may require officers, agents, or employees to give a fidelity bond or other security for the faithful performance of their duties at the expense of the Corporation.

## ARTICLE VI MISCELLANEOUS PROVISIONS

Section 6.01. Contracts and Other Documents. The President, subject to the approval of the Board, may authorize any agent or agents of the Corporation to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.02. Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for payment of money, notes, or other evidence 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 as shall be from time-to-time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the Treasurer. Two signatures shall be required for all negotiable instruments or drafts in excess of \$250.00 Any other Officer or Director may co-sign with the Treasurer for this purpose.

Section 6.03. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or depositories as the Board of Directors may from time-to-time select. No committees or class shall maintain their own accounts without the express prior written approval of the majority of the Board of Director's on such terms and conditions as they may provide, however, nothing shall prevent the Treasurer from maintaining account balances by committee or class or any other similar classification of the funds under his control.

Section 6.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

Section 6.05. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year unless otherwise determined by the Board of Directors.

Section 6.06. Corporate Seal. The Board of Directors shall provide a corporate seal that shall have thereon the name of the Corporation, the year of its incorporation, and the words, "Corporate Seal."

Section 6.07. Loans to Directors and Officers. No loan shall be made by the Corporation to its directors or officers, although fund may be advanced to directors and officers for corporate expenses.

Section 6.08. Books and Records to be Kept. The Corporation shall keep: (1) correct and complete books and records of account; (2) minutes of the proceedings of the members, the Board of Directors, and any committee having any authority of the Board of Directors; and (3) at the registered office, a record of the names and addresses of the members.

Section 6.09. Amendment of the Articles of Incorporation and By Laws. The Articles of Incorporation may be amended in whole or in part by the two-thirds (2/3) vote of the members. Unless otherwise provided, such changes shall become effective immediately upon their adoption. By Laws of the Corporation may be adopted, amended, or repealed by a majority vote of the Board of Directors.

Section 6.10. Gender and Number. In the By Laws, where the context admits, words in the masculine gender include the feminine and neuter genders, words in the singular include the plural and the plural includes the singular.

Section 6.11. Budgets. Each committee or class shall operate as a profit center with such budget as shall from time-to-time be established. Subject to the guidance and control of the Board of Directors or such officer or employee as shall be so designated, each committee or class shall be responsible for, and the benefit of, such fundraising proceeds as it shall raise through the fundraising activities of the committee or class, less a contribution to the running of the Corporation, as shall be determined by the Board of Directors. All committees or class shall regularly advise the Board of Directors or such officer(s) as the Board may designate, of its activities, proceeds, expenses, and usage of fund for the purpose of the Committee and Corporation.

## ARTICLE VII DISSOLUTION

Upon the Corporation's dissolution, the Board of Directors, after paying or making provision for payment for all of its liabilities, shall dispose of all of the Corporation's assets in such manner, or to such organizations, as the Board of Directors determines to be consistent with the Corporation's purposes and Articles of Incorporation and with applicable provisions of law, including Section 501(c)(3) of the Code, as amended.

The above By Laws of Alumni & Friends of Yorktown High School, Inc. were approved and adopted by the unanimous written consent of the Corporation's Board of Directors as of the 14th day of December, 1999.

\_\_\_\_\_/s/\_\_\_\_\_  
Corporate Secretary

Ralph C. Oser

