

AMENDED AND RESTATED
BYLAWS OF
FRESNO DOLPHINS SWIM TEAM BOOSTER CLUB
a California Non-Profit Public Benefit Corporation

ARTICLE I

NAME; EFFECTIVE DATE

- 1.01 The name of this corporation is Fresno Dolphins Swim Team Booster Club.
- 1.02 These bylaws will be effective for all purposes on November 22, 2015.

ARTICLE II

OFFICES

2.01. PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the corporation (“Principal Office”) is located at 5132 N. Palm #298, Fresno, California, 93704. The Board of Directors (“the Board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

2.02. OTHER OFFICES. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES; OBJECTIVES; PROHIBITED ACTIVITIES

- 3.01. OBJECTIVES. The objectives of this corporation shall be to:
 - A. Foster, develop, and promote competitive aquatic sports for the attainment of the highest development of the mind and body of the competitor, attaining this purpose by emphasizing expert instruction in aquatic skills and techniques, moral discipline, character, and sportsmanship.
 - B. Encourage, promote and facilitate, as a Booster Club, amateur competitive swim and water polo team member participation in that certain coach-owned

swim team (the “Team”) formed under Fresno Dolphins Swim Team, LLC, a California limited liability company, or its successors and assigns (the “Team Owner”), including, but not limited to fundraising and Team volunteer assignments, and providing scholarships for participation in competitions for Athlete Members.

- C. Host swim meets, training, and events to promote the team members’ participation in the Team, and the team members’ and the general public’s participation in competitive amateur swimming and water polo activities in general.

3.02 NON-PROFIT CORPORATION. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

3.03 LIMITATIONS.

(a) Political Activity. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

(b) Property. The property, assets, profits, and net income are dedicated irrevocably to the charitable purposes and support of the Team and amateur swimming as set forth in Section 3.01 above. No part of the profits or net earnings of this corporation shall ever inure to the benefit of any of its Directors, trustees, officers, Members (if any), employees, or to the benefit of any private individual or the Team Owner.

(c) Dissolution. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to: (1) any successor or similar non-profit booster club supporting the Team, or (2) if none, a California-based non-profit organization (or organizations) promoting aquatic sports or (3) if none, a non-profit organization (or organizations) organized and operated exclusively for charitable purposes, any of which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986

(or the corresponding provision of any future United States Internal Revenue law), or as otherwise required by law.

ARTICLE IV

MEMBERSHIP

4.01. MEMBERS. This corporation shall have two classes of members (“Members”) as follows:

- (a) “General Members,” consisting of:
 - (i) Parents or guardians of minor Athlete Members, meeting the Eligibility Criteria; or
 - (ii) Athlete Members over the age of 18 or emancipated minors, meeting the Eligibility Criteria; and
- (b) “Athlete Members” are those minor, young adult, and adult swimmers actively participating in the Team. Athlete Members are subject to the rules and regulations of
 - (i) The Team, as administered by the Team Owner;
 - (ii) Any of the following, as appropriate:
 - (1) USA Swimming and the USA Swimming Local Swim Committee (“LSC”) known as Central California Swimming (“CCS”);
 - (2) United States Masters Swimming;
 - (3) USA Water Polo;
 - (4) Amateur Athletic Union; or
 - (5) American Water Polo.

USA Swimming is the national governing body of swimming in the United States. USA Water Polo is the national governing body of water polo in the United States. United States Masters Swimming is the governing body for Masters swimming in the United States.

- (c) Persons qualifying as both an Athlete Member or a General Member may only hold one type of membership.

4.02 ELIGIBILITY CRITERIA. The criteria for eligibility to become a General Member of the corporation (the “Eligibility Criteria”) is as follows:

- (i) Be over the age of eighteen (18) years of age or be an emancipated minor; and
- (ii) Be a member of United States Masters Swimming or the parent or guardian of at least one swimmer registered with USA Swimming, USA Water Polo, Amateur Athletic Union, or American Water Polo;
- (iii) Has submitted a completed application for membership, or upon the effective date of these Bylaws, be an existing member; and
- (iv) Has not previously been suspended or terminated from membership in the Team.

4.03 MEMBER CODE OF CONDUCT.

(a) Any Member, or their guests at any event sponsored by the corporation, shall abide by the Code of Conduct set forth by USA Swimming.

(b) To the extent not inconsistent with these Bylaws, “Robert’s Rules of Order Newly Revised” shall govern the meetings of the Board and all General Membership Meetings. Committees need not be guided by Robert’s Rules of Order.

(c) Members shall exercise proper behavior and decorum during all meetings, activities and events which the corporation is conducting, sponsoring, assisting or participating. Any Member who engages in disruptive behavior and persists in such disruptive behavior will be requested to leave by the President or their designee, and may have his or her rights and privileges suspended or terminated as provided in these Bylaws. Nothing herein shall limit the corporation’s right to exercise its legal remedies, including injunctive relief, with regard to any such Member, or to file a complaint with local law enforcement for disturbance of the peace or any other violation of the California Penal Code, or to remove a Member from a meeting who is engaging in disruptive behavior by a law enforcement officer or security guard.

4.04 MEMBERSHIP RIGHTS.

(a) General Members. All General Members shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the corporation’s assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, the General Members shall have all rights afforded members under the California Non-Profit Public Benefit Corporation Law.

(b) Athlete Members. Athlete Members shall not have the right to vote and shall be considered “Affiliated Persons” as provided under Section 5332 of the California Non-Profit Public Benefit Corporation Law. Athlete Members in good standing shall have the right to participate in all non-voting activities of the Corporation.

(c) Dues, Fees, and Assessments. Each General Member and Athlete Member shall pay such dues and fees as may from time to time be fixed by the Board of Directors. Such dues and fees may include, but are not limited to: an initiation fee and monthly and annual dues. The “Membership Period” shall be the period set by the Board of Director for which dues shall be paid by the General Members and Athlete Members, as appropriate.

(d) Good Standing. Members who are not suspended shall be Members in good standing.

(d) Non-transferable. No Member may transfer for value a membership or any right arising from such membership.

4.05. TERMINATION OF MEMBERSHIP

(a) Termination of Membership. A membership shall terminate on occurrence of any of the following events:

(i) Resignation, by delivery of written resignation to the Chairman of the Board, the President, or the Secretary of the corporation;

(ii) Death of the Member;

(iii) Until the end of the Membership Period for which dues have been paid, if not timely renewed;

(iv) Failure to maintain eligibility under Sections 4.01 and 4.02 of these bylaws.

(v) Upon a two-thirds (2/3) vote of the Board, or a committee designated to make such a determination, at a regularly scheduled or special meeting thereof, to expel the Member based on a good-faith determination by the Board that the Member has failed in a material and serious degree to observe the corporation’s rules of conduct, has engaged in conduct materially and seriously prejudicial to the corporation’s purposes and interest, or has been derelict in the duties and assignments required of such Member.

A person whose membership has been terminated by operation of Section 4.05.(a)(i), 4.05.(a)(iii), 4.05.(a)(iv) may be reinstated to membership as provided in Section 4.02.

(b) Suspension of Membership. A membership shall be suspended upon a two-thirds (2/3) vote of the Board, at a regularly scheduled or special meeting thereof, to suspend the Member based on a good-faith determination by the Board that the Member has failed in a

material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interest for the period of time designated by the Board. A person whose membership is suspended shall not be a member during the period of suspension.

(c) Procedure. If grounds appear to exist for suspending or terminating a member under Section 4.05 of these Bylaws, the following procedure shall be followed:

(i) The Board shall give the Member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice, including electronic mail. Notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the corporation's records.

(ii) The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board to determine whether the suspension or termination should occur.

(iii) The Board shall decide whether the Member should be suspended, expelled, or sanctioned in any way, by a two-thirds vote, at a regularly scheduled or special meeting thereof. The decision of the Board is final.

(iv) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

4.06. PLACE OF MEETINGS. Meetings of the General Members shall be held at the principal office of the corporation or at such other place as has been designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of the corporation.

4.07. QUORUM OF MEMBERS

Twenty-five percent (25%) of the General Members in good standing shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.11. of these Bylaws. A meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough General Members to leave less than a quorum, if any action taken (other than adjournment) is approved by a least a majority of the members required to constitute a quorum for that meeting.

4.08. ANNUAL AND SPECIAL MEETINGS

(a) Annual Meeting. The annual meeting of the General Members shall be held on the second Tuesday of July in each year, unless the Board of Directors fixes or on other such

date or dates as are determined by the Board, for the purpose of election of Directors and any other proper business put before the General Members.

(b) Special Meetings.

(i) Authority to Call. Special meetings of the General Members for any purpose for which General Member approval is required may be called at any time by the Board, the Chairperson of the Board, if any, the President, or five percent (5%) or more of the General Members.

(ii) Manner of Calling Special Meetings. A special meeting called by any person entitled to call a meeting of the General Members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Chairperson of the Board, if any, or the President, any Vice-President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the General Members entitled to vote under these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board which is at least ten (10), but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the Notice. Nothing in this Section 4.08.(b)(ii) shall be construed as limiting, fixing, or affecting the time at which a meeting of the General Members may be held when the meeting is called by the Board.

(iii) Proper Business of Special Meeting. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

(c) Notice.

(i) Manner of Giving Notice. Notice of the time and place of annual and special meetings shall be given to each General Member by personal delivery of written notice, by first class mail, postage prepaid, or by electronic mail. All such notices shall be given or sent to the Member's address or electronic mail address as shown on the records of the Corporation. Notice given by electronic mail shall only be valid if:

(1) The recipient has provided an unrevoked consent to the use of electronic mail for transmission of notice to such General Member;

(2) The transmission by electronic mail creates a record that is capable of retention, retrieval and review and that may thereafter be rendered into a clearly legible tangible form; and

(3) Neither of the following is true:

a. The corporation is unable to deliver two consecutive notices to the General Member by that means;

- b. The inability to so deliver the notices to the General Member becomes known to the Secretary, any assistant secretary, the transfer agent, or other person responsible for giving the notice.

(ii) Time Requirements. Notices sent by first class mail shall be deposited in the United States mail at least ten (10) days but not more than ninety (90) days before the time set for the meeting. Notices delivered personally or sent by email shall be delivered at least ten (10) days but not more than ninety (90) days before the time set for the meeting.

(iii) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. Notice for an annual meeting shall specify the matters that the Board, at the time the notice is given, intends to present for action by the General Members. Notice for a special meeting shall specify the general nature of the business proposed to be transacted and state that no other business is to be transacted. The notice for any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

(iv) Notice of Certain Agenda Items. Approval by the General Members of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a Director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the articles of incorporation; or
- (4) Electing to wind up and dissolve the corporation.

(v) Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any General Members' meeting, or the giving of such notice by other means, may be executed by the secretary, assistant secretary or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

4.09. VOTING BY MEMBERS

(a) Eligibility to Vote. Subject to the California Non-Profit Public Benefit Law, in any proceeding in which voting by members is required, each General Member in good standing on the record date as determined under Section 4.11 of these Bylaws shall be entitled to vote at any meeting of the Members.

(b) Manner of Voting. Voting may be by voice or by ballot, except that any election of Directors shall be by secret ballot. Action by the General Members may also be taken without voting in accordance with Section 4.13 of these bylaws.

(c) Number of Votes. Each General Member entitled to vote may cast one vote on each matter submitted to a vote of the members.

(d) Majority Approval. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting entitled to vote and voting on any matter shall be deemed the act of the General Members unless the vote of a greater number is required by the California Non-Profit Public Benefit Law or by the Articles of Incorporation.

4.10. WAIVER OF NOTICE. The transactions of any meeting of General Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each General Member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 4.08.(c)(iv) of these Bylaws, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A General Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the General Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. However, attendance at a meeting is not a waiver of any right to the consideration of matters required to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

4.11. ADJOURNMENT. A majority of the General Members present, whether or not a quorum is present, may adjourn any General Member's meeting to another time and place. No meeting may be adjourned for more than forty five (45) days.

4.12. NOTICE OF ADJOURNED MEETING. Notice of the time and place of holding an adjourned meeting need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member whom on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

4.13. ACTION WITHOUT MEETING.

(a) Action by Unanimous Written Consent. Any action required or permitted to be taken by the General Members may be taken without a meeting, if all General Members consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the General Members. Such written consent or consents shall be filed with the minutes of the proceedings of the General Members.

(b) Action by Written Ballot. Any action that General Members may take at any meeting of the General Members may also be taken without a meeting by complying with Sections 4.13.(b)(i)-(iv) of these Bylaws.

(i) Solicitation of Ballots. The corporation shall distribute one written ballot to each General Member entitled to vote on the matter. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than election for Directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time in which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the General Members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the corporation. In any election of Directors, a written ballot that a General Member marks “withhold” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

(ii) Approval Requirements. Approval by a written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise marked in a manner indicating that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting in which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(iii) Written Ballots as Irrevocable. A written ballot that has been submitted may not be revoked.

(vi) Filing Ballots. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least five (5) years.

4.14. RECORD DATE.

(a) Record Date for Notice, Voting, Written Ballots, and Other Board Actions. For purposes of establishing the General Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for:

(i) Sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;

(ii) Voting at a meeting shall be no more than sixty (60) days before the date of the meeting;

(iii) Voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

(iv) Taking any other action shall be no more than sixty (60) days before that action.

(b) Record Date for Actions Not Set by Board. If not otherwise fixed by the board, the record date for determining:

(i) General Members entitled to receive notice of a meeting of General Members shall be the next business day preceding the day of which notice is given; or if notice is waived, the next business day preceding the day on which the meeting is held;

(ii) General Members entitled to vote at the meeting, shall be the day on which the meeting is held;

(iii) General Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited; and

(iv) General Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of the action, whichever is later.

ARTICLE V

DIRECTORS

5.01. POWERS

(a) General Corporate Powers. Subject to the provisions and limitations of the California Non-profit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers. Without prejudice to the general powers set forth in Section 5.01(a), but subject to the same limitations, the Directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation;

(ii) Change the principal office from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings;

(iii) Adopt and use a corporate seal; prescribe the form and use of membership certificates, and alter the forms thereof;

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the purposes of the corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities;

(v) To provide scholarship opportunities for Athlete Members to travel with or otherwise take part in the Team, if the swimmer is financially-in-need;

(vi) To ensure general compliance with USA Swimming, Central California Swimming, USA Water Polo, USA Masters Swimming, Amateur Athletic Union and American Water Polo rules, regulations and policies, and other state and federal laws, with respect to the operations of this corporation with respect to the Team.

5.02. NUMBER AND QUALIFICATIONS OF DIRECTORS.

(a) Authorized Number The corporation's Board of Directors shall consist of eight (8) elected directors and the Head Coach appointed by the Team Owner.

(b) Board Requirements. Each elected Director shall be either a General Member of the corporation in good standing or a member of the community in which the corporation serves. If any Director ceases to meet the qualifications established for General Members and/or community Director, he or she shall immediately vacate his or her position as Director and such position shall be deemed vacant. The Head Coach need not be a General Member.

(c) Additional Restrictions on Directors. Not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a fulltime or part-time employee, independent contractor, or otherwise; (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person and (3) a member of the community. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

(d) Interested Directors. A Director who has a financial interest related to a matter over which the Board has authority may not make, participate in making, or in any way attempt to influence that matter. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is an interested Director as defined in Corporation's Code Section 5233 or its successor.

5.03. ELECTION OF DIRECTORS

(a) One –half of the authorized elected Directors shall be elected annually by the General Members at the annual General Members' meeting; provided that if the authorized

number of elected Directors is not evenly divisible by two, the number of directors elected in Year Two (2) of any two (2) year election cycle shall be one Director more than the number of directors elected in Year One (1). However, if Directors are not elected at an annual meeting, they may be elected at any special Members' meeting held for that purpose. Directors shall be chosen by secret ballot at such meeting by a majority of the members present and constituting a quorum, voting either in person or by proxy.

(b) Notwithstanding anything in Section 5.04, the General Members may elect a Director to a shortened term of one (1) year in order to implement the provisions of this Section 5.03 upon the implementation of these Bylaws, but no previously elected Director's term of office will be shortened from that to which he was elected for the purposes of implementing this Section 5.03.

(c) The Board shall appoint a Nominating Committee in accordance with Section 6.01 of these bylaws for the purposes of recruiting and screening potential candidates for directorships and for developing the slate of nominees for open Director positions for election by the General Members at the annual meeting of the General Members.

5.04. TERM OF OFFICE OF DIRECTORS. The Directors newly elected in accordance with section 5.03. shall hold office for a term of two (2) years.

5.05. VACANCIES.

(a) Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following:

(i) the death, removal, suspension or resignation of any Director;

(ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under sections 5230 and following of the California Non-profit Public Benefit Corporation Law;

(iii) the increase of the authorized number of Directors; or

(iv) the failure of the General Members, at any meeting of General Members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

(b) Resignations. Except as provided in this subsection, any Director may resign effective upon giving written notice to the Chairman of the Board, if any, or the President or the Secretary of the Board, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Removals. A director may be removed by a two-thirds vote of the Board to remove the Director for dereliction of duty to the corporation or other good cause. In determining whether there has been dereliction of duty by a Board member or other good cause for removal, the Board may consider all relevant factors, including, but not limited to: (i) significant absences from Board meetings; (ii) failure to perform Board and committee assignments or otherwise participate in the management of the Corporation; and (iii) actions by the Director which harm, or have the potential to harm, the Corporation.

(d) Filling Vacancies. Any vacancy on the Board shall be filled by vote of the remaining Directors, whether or not less than a quorum or by a sole remaining Director. Any such appointed Director shall serve for the remaining portion of the term for the directorship which was vacant.

(e) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

5.06. PLACE OF MEETINGS; MEETINGS BY TELEPHONE. Meetings of the Board shall be held at the principal office of the corporation or at such other place as has been designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of the corporation. Any meeting may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

5.07. QUORUM. A majority of the authorized number of elected Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in section 5.10. Subject to the more stringent provisions of the California Non-profit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorship, (iii) creation of an appointment of committees of the Board and (iv) indemnification of Directors, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

5.08. ANNUAL, REGULAR AND SPECIAL MEETINGS

(a) Annual Meeting. The Board shall hold an annual meeting immediately following the annual meeting of the General Members each year for the purpose of organization, election of officers and the transaction of other business; provided, however, that the Board may fix another time for the holding of its annual meeting. Notice of this meeting shall not be required.

(b) Other Regular Meetings. The Board may hold such regular business meetings as it shall determine; said meetings shall be held without call and on a date to be fixed by resolution

of the Board; provided, however, any given monthly meeting may be dispensed with by majority vote of the Board. Such regular meetings may be held without notice.

(c) Special Meetings.

(i) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President or any Vice President, or the Secretary or any three (3) Directors.

(ii) Notice.

(1) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by any one of the following methods:

- a. by personal delivery of written notice;
- b. by first class mail, postage prepaid;
- c. by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or
- d. by facsimile; or
- e. by electronic mail,

All such notices shall be given or sent to the Director's address, telephone or facsimile number(s) or e-mail address as shown on the records of the corporation.

(2) Electronic Notice. Notice given by facsimile or electronic mail shall only be valid if:

- a. the recipient has provided an unrevoked consent to the use of electronic mail for transmission of notice to such Director;
- b. the transmission by electronic mail creates a record that is capable of retention, retrieval and review and that may thereafter be rendered into a clearly legible tangible form; and
- c. Neither of the following is true:
 - i. The corporation is unable to deliver two consecutive notices to the Director by that means;

ii. The inability to so deliver the notices to the Director becomes known to the Secretary, any assistant secretary, the transfer agent, or other person responsible for giving the notice

(3) Time Requirements. Notices sent by first class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or electronic means shall be delivered, telephoned, faxed, or sent electronically at least forty-eight (48) hours before the time set for the meeting.

(4) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(iii) Entry of Notice. Whenever any Director is absent from any special meeting of the Board, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such Director, as required by law and the Bylaws of the corporation.

5.09. **WAIVER OF NOTICE**. Notice of a meeting need not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

5.10. **ADJOURNMENT**. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

5.11. **NOTICE OF ADJOURNED MEETING**. Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

5.12. **ACTION WITHOUT MEETING**.

(a) Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board, and will include written consent by facsimile or electronic mail to the corporation, under the conditions described in Section 5.12.(b). Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 5.12 only, "all members of the Board" shall not include Directors who have a material financial interest in a transaction to which the corporation is a party.

(b) Written consent by facsimile or electronic mail shall only be valid when:

(i) The consent is delivered by facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to its Directors for sending communications to the corporation;

(ii) The corporation has placed in effect reasonable measures to verify that the sender is the Director purporting to send the transmission; and

(iii) The facsimile or electronic mail creates a record that is capable of retention, retrieval, and review and that may thereafter be rendered into a clearly legible tangible form.

5.13. COMPENSATION. The directors shall serve without compensation except that they shall be allowed such reimbursement of expenses as may be determined by resolution of the board to be just and reasonable.

5.14. VOTING BY DIRECTORS. Each Director shall have one vote on each matter presented to the Board for action. No Director may vote by proxy.

ARTICLE VI

COMMITTEES

6.01. COMMITTEES OF THE BOARD. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees of the Board, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace an absent member at any meeting. Any such committee, **to the extent provided in the resolution of the Board,** shall have only the authority granted to it by the board, except that **no committee, regardless of Board resolution, may:**

(a) take any final action on all matter that, under the California Non-profit Public Benefit Corporation Law, the Articles or these Bylaws also requires approval of the Members or approval of a majority of all Members;

(b) fill vacancies on the Board or in any committee which has the authority of the Board;

(c) establish or fix compensation of the Directors for serving on the Board or on any committee;

- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) create or appoint any other committees of the Board or the members of these committees; or
- (g) approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as such approval is provided for in Section 5233(d)(3) of the California Corporations Code.

6.02. MEETINGS AND ACTIONS OF COMMITTEES OF THE BOARD. Meetings and action of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other actions of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committees may adopt such rules.

6.03. EXECUTIVE COMMITTEE. The Executive Committee, which shall be a standing Committee of the Board, shall consist of the President, First Vice President, Secretary, Treasurer and Head Coach. Notice requirements for meetings of the Executive Committee shall be the same as meetings of the Board. A majority of the authorized number of the Executive Committee shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. The Board may prescribe additional rules for the government of the Executive Committee not inconsistent with the provisions of these Bylaws.

6.04. ADVISORY COMMITTEES. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of one or more Directors and such other persons as the Board shall appoint, to serve at the pleasure of the Board, as the Board may direct from time to time. Appointments to advisory committees shall be by majority vote of the Directors then in office. Such advisory committees will have no authority to act on behalf of the Board or the corporation, but shall exist only to advise the Board on such issues as the Board may direct from time to time. Advisory committees shall meet as often as necessary to perform its duties. The Board may adopt rules for the government of any advisory committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committees may adopt such rules.

6.05. NOMINATING COMMITTEE. The Nominating Committee shall be a standing Advisory Committee consisting of five General Members, including at least two Directors not

standing for election for the next election cycle, and including a General Member appointed by the Head Coach. An elected Director shall be designated by the Board as the Chair of the Committee. The Nominating Committee shall (i) recommend for approval by the Board of Directors, the qualifications, requirements and attributes for potential Directors; (ii) review the qualifications of and select qualified candidates for election to the Board of Directors; (iii) make its report at the regular meeting held before the date of the election or at such other times as requested by the Chairman of the Board or Chairman of the Nominating Committee, as need be to fill vacancies from time to time; and (iv) perform other duties as prescribed by the President or the Board.

ARTICLE VII

OFFICERS

7.01. OFFICERS. The officers of the corporation shall include a President, a First Vice-President, Second Vice-President, a Secretary, and a Treasurer/Chief Financial Officer. The corporation may also have, at the Board's discretion, other such officers as may be appointed in accordance with Section 7.03. of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

7.02. ELECTION OF OFFICERS. The officers shall be elected annually by the Board from among its Directors, and the other officers of the corporation, except those appointed in accordance with the provisions of Section 7.03 of this Article VII, shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. No person shall be eligible for the office of the officers listed in Section 7.01, unless they are also a Director.

7.03. OTHER OFFICERS. The Board may appoint and may authorize the President or another officer to appoint any other officers that the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

7.04. REMOVAL OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by a two-thirds (2/3) majority of the Board, at any regular or special meeting.

7.05. RESIGNATION OF OFFICERS. Any officer may resign upon written notice to the Board or Secretary without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.06. VACANCIES IN OFFICE. A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

7.07. RESPONSIBILITIES OF OFFICERS

(a) President. The President shall conduct all meetings of the Board and shall have the responsibility of management and operation of the corporation. The President shall represent the Board in all matters with the Team Owner. The President shall also be responsible for appointing all committees, subject to the approval of the Board; and to see that the Bylaws, regulations and policies adopted by the Board of Directors are enforced. In addition, the President will provide to the Board of Directors a regular report of the accounts of the corporation and general concerns of the Team during the previous year. The President shall be an ex-officio member of all committees. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

(b) First Vice President. In the absence of the President, the First Vice President shall preside at meetings of the Board, and serve as the President of the Board during the President's absence. The First Vice President shall have the responsibility as Chairman of Swim Meet Directors.

(c) Second Vice President. In the absence of the President and the First Vice President, the Second Vice President shall preside at all meetings of the Club and Board and otherwise perform the duties of the President.

(d) Secretary. In the absence or disability of the President, the First Vice President, and the Second Vice President, the Secretary shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Secretary shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or the Bylaws, including the following:

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall also maintain or cause to be maintained a complete and accurate record of the membership of the corporation, as well as a record of the proceedings of all meetings of the membership.

(ii) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(e) Treasurer/Chief Financial Officer.

(i) Books of Account. The Treasurer/Chief Financial Officer of the corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books and

accounts of the properties and transactions of the corporation, and shall send or cause to be sent to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer/Chief Financial Officer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board, shall disburse the funds of the corporation as may be ordered by the Board, shall render to the Board, when requested, an account of all transactions as Treasurer/Chief Financial Officer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) Bond. If required by the Board, the Treasurer/Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer/Chief Financial Officer upon death, resignation, retirement, or removal from office.

(iv) Audit. The Treasurer/Chief Financial Officer, shall be responsible for ensuring the comprehensive review of, and reporting to the Board on the financial condition of the corporation and shall directly supervise, on behalf of the Board, the annual financial audit. When formed by the Board, the Treasurer/Chief Financial Officer shall chair the Audit Committee.

(e) Directors-at-large. Unless additional officer positions are created for such responsibilities, directors at large will generally be responsible for the following areas: Apparel, Special Events, Fundraising, and Publicity. They will perform such other duties as the Board may require.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

8.01. INDEMNIFICATION.

(a) Agents, Proceedings, and Expenses. For the purposes of this Article VIII, “agent” means any person who is or was a Director, officer, employee, or other agent of this corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Section 8.01.(d) or 8.01.(e)(iii) of this Article VIII.

(b) Actions Other Than By the Corporation. This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) Actions By the Corporation. This corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of this corporation to procure a judgment in its favor by reason of the fact that that person is or was an agent of this corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.01.(c) for any of the following:

(i) in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this corporation in the performance of that person's duty to this corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

(ii) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(iii) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

(d) Successful Defense By Agent. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Sections 8.01.(b) or 8.01.(c) of this Article VI, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(e) Required Approval. Except as provided in Section 8.01.(d) of this Article VI, any indemnification under this Article shall be made by this corporation only if authorized in the specific case on a determination that indemnification of the agent is proper in the circumstances

because the agent has met the applicable standard of conduct set forth in Sections 8.01.(b) or 8.01.(c) of this Article VI, by:

(i) a majority vote of a quorum consisting of Directors who are not parties to the proceeding;

(ii) approval by the affirmative vote of a majority of the General Members of this corporation entitled to vote represented at a duly held meeting at which a quorum is present or by the written consent of a majority of the General Members entitled to vote. For this purpose, any Member to be indemnified shall not be considered outstanding or entitled to vote thereon; or

(iii) the court in which the proceeding is or was pending on application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Corporation.

(f) Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

(g) Other Contractual Rights. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than Directors and officers of this corporation or any subsidiary hereof may be entitled by contract or otherwise.

(h) Limitations. No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.01.(d) or 8.01.(e)(iii), in any circumstance where it appears:

(a) that it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the General Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

8.02. **INSURANCE.** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents of the corporation, against any liability asserted against or incurred by an officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

ARTICLE IX

RECORDS AND REPORTS

9.01. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep:

- (a) Adequate and correct books and records of account.
- (b) Minutes in written form of the proceedings of the Board and committees of the Board.
- (c) A record of its members, giving their names and addresses.

The minutes and other books and records shall be kept either in written forms or in any other form capable of the being converted into clearly legible tangible form, or in any combination of the two.

9.02. INSPECTION BY MEMBERS.

(a) Membership Records. Unless the corporation provides a reasonable alternative as provided below, any Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member:

(i) Inspect and copy the records containing Members' names, addresses and voting rights during usual business hours on five (5) days prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or

(ii) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses and voting rights of Members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the Member on or before the later of ten (10) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand, without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provided a reasonable alternative under this Section, it may deny the Member access to the membership list.

Any inspection and copying under this Section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

(b) Accounting Records and Minutes. On written demand on the corporation, any member may inspect copy and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board and committees of the Board, at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

(c) Articles and Bylaws. This corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, that shall be open to inspection by the Members at all reasonable times during office hours.

9.03. INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and the records of each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

9.04. ANNUAL REPORT. Except as provided under Section 6321(c), (d) or (f) of the California Corporations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the corporation, the Board shall cause an annual report to be sent to all Members and Directors. Such report shall contain the following information in reasonable detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 9.05.

9.05. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The corporation shall prepare annually and furnish to each Member and Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of the corporation:

(a) Any transaction to which the corporation, its parent or its subsidiary was a party, and in which any Director or officer of the corporation, its parent or subsidiary (but mere common directorship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved over Fifty Thousand Dollars (\$50,000), or was one of a number of transactions with the same person involving, in the aggregate, over Fifty Thousand Dollars (\$50,000).

(b) Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the corporation pursuant to Section 8.01 hereof.

The statement shall include a brief description of the transaction, the names of the Director(s) or officer(s) involved, their relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

ARTICLE X

FINANCIAL

10.01. FISCAL YEAR. The fiscal year of this corporation shall be January 1st through December 31st.

10.02. SIGNATURES ON FINANCIAL DOCUMENTS. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of, or payable to, the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board from time to time.

10.03. AUDIT . The accounts of the corporation shall be audited annually by a Certified Public Accountant, licensed by and in good standing in the State of California.

10.04 ACCOUNTS. The corporation shall establish and maintain a checking account and any other accounts necessary to maintain corporate activities. All funds received by the corporation will be placed in a FDIC insured account. The corporation shall be solely responsible for collection of any sums due from Members or participants in any corporation sponsored event. Expenditures from this account shall require the signature of two Board members, one of whom must be the Treasurer/Chief Financial Officer. Expenditures may be made to accomplish any corporate purposes approved by the Board, including without limitation: to purchase Team apparel and training supplies for Athlete Members, items required for swim meet operations, to pay entry fees for meets, travel, lodging and food expenses for Athlete Members and/or chaperones to attend out-of-town swim meets, or when a Member is on official corporation business, provided that these expenditures are pre-approved by the Board, or as per corporation policies. The corporation shall have no liability for such expenses which have not be pre-approved prior to purchase or as per corporation policies incurring such expense.

10.05 TEAM OWNER EXPENSES. The corporation shall not assume, or be liable for, any of the debts, expenses and financial responsibilities, either implied or incurred, of the Team, the Team Owner, or any employees or agents thereof, except for normal reimbursable director expenses of the Team Owner appointed director for the conduct of corporation business.

ARTICLE XI

MISCELLANEOUS

11.01. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Non-profit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular and the term “person” includes both a legal entity and a natural person.

ARTICLE XII

AMENDMENTS

12.01. ACTION BY MEMBERS. New Bylaws may be adopted or these bylaws may be amended or repealed by approval of the majority of General Members eligible to vote. Further, where any provision of these bylaws requires the vote of a larger proportion of the voting General Members that otherwise required by law, such provision may not be altered, amended or repealed except by the vote of such large number of voting General Members. No amendment may extend the terms of a director beyond that for which such director was elected.

12.02 PROCESS FOR AMENDMENT OF BYLAWS. The process for amendment of by-laws shall be as follows:

(a) Proposal. Any amendments to these Bylaws may be proposed in writing by any Director.

(b) Approval by Board. The Board will review and approve or disapprove the proposed amendment to the Bylaws at a regularly scheduled or specially called meeting of the Board.

(c) Notice of Amendment. If the Executive Board approves a proposed amendment to the Bylaws, notice of any proposed amendment shall be submitted for adoption by the Membership at an Annual or Special Meeting of the General Members for which notice has been provided. Notice of the proposed amendment shall be given and may be merged with any notice of meeting provided that the proposed Bylaw is described or summarized in the notice or in any agenda accompanying such notice. A full copy of the proposed amendment

shall be made available to any Member. Notice shall be given in the same manner as a notice for a Meeting of the General Members.

(d) Votes Required to Pass. These Bylaws may be amended by a majority vote of General Members constituting a quorum of the Membership. All amendments to these Bylaws, and all Bylaws, shall be binding upon the Members of the corporation.

(e) Effective Date. Unless otherwise stated by the proposed amendment to the Bylaws, any amendment to these Bylaws shall be effective immediately following adoption of the amendment.

12.03. LIMITATIONS ON AMENDMENT OF BYLAWS. Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number. No amendment may extend the term of a Director beyond that for which such Director was elected.

ARTICLE XIII DISSOLUTION OF THE BOOSTER CLUB

13.01 DISSOLUTION BY MEMBERS. Upon at least two-thirds (2/3) of the votes of all of the General Members, the corporation maybe voluntarily dissolved effective at the end of the then current Fiscal Year. Thereafter, the corporation shall continue to exist for the purpose of disposing of all assets and obligations of the corporation, and performing all other functions necessary to conclude the affairs of the corporation.

13.02 PROCESS FOR APPROVAL OF VOLUNTARY DISSOLUTION. The process for voluntary dissolution of the corporation shall be as follows:

(a) A request to dissolve the corporation must be made in writing and signed by at least forty percent (40%) of the General Members in good standing. An involuntary dissolution shall occur if the corporation remains inactive for a period of one full fiscal year or is involuntarily dissolved by operation of law.

(b) Within five (5) business days after receipt of the request to voluntarily dissolve the corporation, the Secretary shall mail a notice of the request and a ballot presenting the issue of whether to dissolve the corporation to each General Member in good standing. The question shall state as follows: "Shall the corporation be dissolved?" The notice shall notify the General Members that a vote on the request will be taken at the next regularly scheduled meeting of the General Members, or of such meeting is less than thirty (30) days or more than ninety (90) days from the date of notice, at a special meeting which shall be scheduled at least thirty (30) and no more than ninety (90) days after such notice, and that the General Members may return the ballot to the Secretary no later than three (3) business days prior to

the next regularly scheduled or special meeting of the General Members, or they may appear at the meeting and cast their votes on the issue at the meeting. Each ballot must contain the name of the General Member casting the vote in order to be a valid vote and to be counted.

(c) The Secretary shall retain all ballots returned to him or her, but shall not open them until the request for dissolution is heard at the meeting of the General Members on which the request is to be voted. The ballots shall be opened at the meeting in the presence of the Members attending and the votes of all ballots shall be counted at the meeting.

END OF BYLAWS

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of Fresno Dolphins Swim Team Booster Club, a California Non-profit Public Benefit Corporation, and the above Bylaws consisting of 29 pages are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on _____.

Executed on _____ at _____, California.

, Secretary