

BYLAWS OF COLONIAL COMMUNITY AQUATICS, INC.

ARTICLE I NAME AND OFFICES

Section 1.01 The name of the organization is COLONIAL COMMUNITY AQUATICS, INC. (the "**Corporation**"). The principal office of the Corporation shall be located in the County of Montgomery, Pennsylvania. The Corporation may also have other offices within the Commonwealth of Pennsylvania as the Board of Directors (the "**Board**") may from time to time determine or the business of the Corporation may require.

ARTICLE II PURPOSE

Section 2.01 The purposes of the Corporation shall be those set forth in the Articles of Incorporation, as may be amended from time to time. The organization is a non-profit organization under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE III MEMBERS

Section 3.01 Membership. Membership in the Corporation shall be open to all persons interested in the Corporation's purposes.

Section 3.02 Membership Dues. The Board may establish such other criteria for Membership such as a schedule of dues as it deems appropriate.

Section 3.03 Classes of Membership. The Corporation shall have one class of Members. To qualify as a Member, a family must have had a minimum of one swimmer or diver registered and paid as a participant in the Corporation for a total of four (4) out of the twelve (12) months preceding the Annual Meeting of the Members. There may only be one (1) Member per family for purposes of Membership. The Directors of the Board shall also be counted as Members, although the same limitation of one (1) member per family shall remain in force.

Section 3.04 Meetings. The annual meeting of the Members (the "**Annual Meeting of the Members**") for the election of directors and for the transaction of such other business as may come before the Members, including the delivery of a financial statement, shall be held each year at the place, time, and date, in the month of April, as may be fixed by the Board, or, if not so fixed, as may be determined by the President. Special meetings of the Members shall be held whenever called by resolution of the Board or by a written demand to the Secretary of fifty percent (51%) of the Members eligible to vote. The Secretary upon receiving written demand or resolution shall promptly give notice of such meeting as provided in Section 3.05, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The President of the Corporation shall preside at the meetings of

the Members, or in the absence of the President, an acting President shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present.

Section 3.05 Notice of Meetings. Written notice of the place, date, and hour of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail with postage prepaid, personal delivery, fax, or email not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice of any meeting other than the Annual Meeting of the Members shall indicate the person or persons calling the meeting, and notice of any special meeting shall also indicate the purpose for which it is called.

Section 3.06 Quorum. At all meetings of Members, the presence of a minimum of four (4) Members, in person or by proxy, entitled to cast a vote on a particular matter to be acted upon at the meeting shall constitute quorum for the transaction of business. All votes shall be decided by a simple majority of the quorum. Voting may be done in person at the meeting or electronically, with all electronic votes to be sent no less than five (5) days before the Meeting. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Written Notice of the new meeting, including notice of the place, date, and hour of the new meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail with postage prepaid (five days in advance if this method is used), personal delivery, fax, or email before the date of the meeting, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.07 Voting. Except as otherwise provided by statute or these bylaws, the vote of a majority of the Members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one (1) vote. The record date for eligibility of voting rights shall be set by the Board at least thirty (30) days and no more than ninety (90) days before the date of the meeting.

Section 3.08 Proxy. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy. Every proxy must be in writing and signed by the Member or the Member's duly authorized officer, director, employee, or agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Corporation or, upon the absence of a Secretary, the presiding Member appointed to act as secretary of the meeting.

Section 3.09 Action Without a Meeting. Action may be taken without a meeting by written consent, setting forth the action to be taken, signed by the members who would have been entitled to cast at least the minimum number of votes that would be necessary to authorize

the action at a meeting at which all members entitled to vote thereon were present. Such consent may be written or electronic. The consents must be filed in record form with the minutes of the proceedings of the Members.

Section 3.10 Bylaws. The bylaws shall be adopted at a Special Meeting of the Board of Directors. A majority of the votes cast at the meeting of the Board of Directors shall be required for the adoption of the bylaws. Any amendments to the bylaws shall be adopted at a Special Meeting of the Members or at the Annual Meeting of the Members. Prior to the adoption of any amendments, the proposed amendments to these bylaws are to be circulated to the Members no later than ten (10) days prior to the meeting to adopt the bylaws. A majority of the votes cast at the meeting of members to adopt any amendments to the bylaws shall be the act of the Members.

Section 3.11 Actions Requiring Vote of Members. The following corporate actions may not be taken without the approval of the Members:

- (a) A plurality of the votes cast at a meeting of the Members is required for the election of Directors of the Corporation.
- (b) A majority of the votes cast at a meeting of the Members is required for:
 - (i) Any amendment of the Articles of Incorporation, or
 - (ii) A petition for judicial dissolution.
- (c) Two-thirds of the votes cast at a meeting of the Members is required for:
 - (i) Disposing of all, or substantially all, of the assets of the Corporation,
 - (ii) Approval of a plan of merger,
 - (iii) Authorization of a plan of non-judicial dissolution, or
 - (iv) Revocation of a voluntary dissolution proceeding;

provided, however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 Powers and Number. The affairs and property of the Corporation shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein. The number of directors shall be at least three (3) but no more than seven (7). Within the specified

limits, the numbers of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these bylaws, the term "**Entire Board**" shall mean the total number of directors entitled to vote which the Corporation would have if there were no vacancies on the Board.

Section 4.02 Election and Term of Office. The initial directors shall be the persons named by the incorporators of the Corporation. The initial directors shall hold office for a term of three (3) years. Thereafter, to become a director, a person shall be nominated by a director and elected at a meeting of Members for the election of directors. Directors shall hold office for a term of three (3) years and each shall serve for such term and until the election and qualification of a successor, or until such director's death, resignation, or removal. There shall be no limit on the number of terms served by a director.

Section 4.03 Qualification for Directors. Each director shall be at least 18 years of age. To qualify to serve as a director, the individual must be

1. an initial director as defined in these bylaws;
2. a Member as defined in these bylaws; or
3. a resident of Colonial School District.

Section 4.04 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next Annual Meeting of Members or until such director's successor is elected or appointed and qualified.

Section 4.05 Removal. Any director may be removed at any time without cause by vote of at least 51% of all Members at a regular or special meeting called for that purpose. If one or more directors is so removed, new directors may be elected at the same meeting. Alternatively, the Board may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year, or if within 60 days after notice of selection, a director does not accept the office either in writing or by attending a meeting of the Board. The Board may remove any director without cause by a unanimous vote of the remaining directors at any regular or special meeting called by the Board.

Section 4.06 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer, or at a subsequent time specified in the notice. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

Section 4.07 Meetings. The Board shall meet a minimum of four (4) times each year, with a minimum of one (1) meeting per quarter of the year. The meeting held during the second quarter of the year shall be designated as the annual meeting of the Board. The regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of any Director of the Board or as determined by the Board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof. An agenda for each meeting shall be circulated no later than the day before the scheduled meeting by the President or by the Director of the Board that calls a special meeting.

Section 4.08 Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail or hand delivery, directed to each director at his or her address or contact information as it appears in the books and records of the Corporation. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than ten (10) days before such meeting. Notice of a special meeting of the Board must be given to each director not less than ten (10) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight (48) hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by email, unless the meeting relates to an emergency which must be resolved within forty-eight (48) hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a director who submits an electronic waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

Section 4.09 Quorum. At each meeting of the Board, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. For purposes of a quorum of the Board, the total number of directors constituting a quorum shall not be less than four (4) directors. If a quorum is not present at any meeting of the Board, a majority of the directors then present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

Section 4.10 Voting. Except as otherwise provided by statute or these bylaws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 4.11 Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can

participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

Section 4.12 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting by signed written consent of a majority of the Board to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

Section 4.13 Compensation. No person shall receive compensation or any other financial benefit for serving on the Board of Directors.

ARTICLE V OFFICERS, EMPLOYEES, AND AGENTS

Section 5.01 Officers. The officers of the Corporation shall consist at least of a President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers, including one or more Vice Presidents, as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve.

Section 5.02 Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board. No director shall serve as President for more than six (6) consecutive terms, each term constituting one year. No director shall serve as Vice President for more than six (6) consecutive terms, each term constituting one year. These limitations shall not apply in the event that there is no director willing to serve in the role of President and/or Vice President.

Section 5.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

Section 5.04 Resignations. Any officer may resign at any time by giving thirty (30) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 5.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 5.06 President. The President shall preside at all meetings of the Board and Members. He or she shall have the general powers and duties of supervision and management of the Corporation which usually pertain to his or her office, and shall keep the Board fully informed of the activities of the Corporation. The President shall perform all such other duties as

are properly required of him or her by the Board. He or she is authorized to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. To serve as President, the director must have been a director on a prior Board in the Corporation (a newly nominated and elected director shall not serve as President).

Section 5.07 Vice President. Each Vice President may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 5.08 Secretary. The Secretary shall record and keep the minutes of all meetings of the Board and Members in books kept for that purpose. He or she shall see that all notices and reports are given and served as required by law or these bylaws. He or she shall affix the corporate seal to and sign such instruments as require the seal and his or her signature and shall perform all duties as usually pertain to his or her office or as are properly required of him or her by the Board. The Secretary shall also be responsible for all incoming and outgoing correspondence of the organization and will maintain a copy of all such correspondence.

Section 5.09 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by him or her on account of the Corporation, in each case authorized by the Board. All authorized disbursements shall be signed by the President or the Treasurer and shall be approved by both. The Treasurer shall open and maintain a bank account in the name of the organization. The Treasurer shall exhibit at all reasonable times the Corporation's books and records to any of the directors of the Corporation upon request at the office of the Corporation. He or she shall render a detailed statement to the Board of the condition of the finances of the Corporation at each meeting of the Board, or as deemed necessary by the Treasurer and/or the President and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board. The Treasurer shall discharge his or her duties in compliance with all Federal, State, and local tax laws.

Section 5.10 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 5.11 Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board, and only when so authorized and in accordance with these bylaws.

**ARTICLE VI
EXECUTION OF INSTRUMENTS**

Section 6.01 Contracts and Instruments. The Board may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 6.02 Annual Budget. The Board shall issue and approve an Annual Budget at the Annual Meeting. The Annual Budget shall include anticipated expenditures for the upcoming year. At that time, the Board shall vote on and approve any specific expenditures.

Section 6.03 Limitations. Any contract, instrument, check, draft, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of and on behalf of the Corporation that are not approved in the voting of the Annual Budget as set forth above and exceeds two hundred dollars (\$200.00) shall require a vote by the Board. Likewise, any transactions involving the same vendor that exceed two hundred dollars (\$200.00) collectively in a sixty (60) day period shall require a vote by the Board. Transactions falling under this subsection shall require competitive bids by a minimum of two (2) vendors to be voted on by the Board.

Section 6.04 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

**ARTICLE VII
INDEMNIFICATION AND INSURANCE**

Section 7.01 Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 7.02 Insurance. The Corporation shall purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 7.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 7.01 above.

ARTICLE VIII GENERAL PROVISIONS

Section 8.01 Fiscal Year. The fiscal year of the corporation shall be the fiscal year ending on July 31, unless otherwise provided by the Board.

Section 8.02 Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, Not-for-Profit, Pennsylvania." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 8.03 Books and Records. The Secretary of the Corporation shall keep correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these bylaws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Section 8.04 Annual Returns. The Entire Board shall review the Corporation's annual tax filings with the Internal Revenue Service and Commonwealth of Pennsylvania Department of Revenue prior to them being filed.

Section 8.05 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE IX AMENDMENTS

Section 9.01 Any amendments to the bylaws shall be adopted at a Special Meeting of the Members or at the Annual Meeting of the Members. Prior to the adoption of any amendments, the proposed amendments to these bylaws are to be circulated to the Members no later than ten (10) days prior to the meeting to adopt the bylaws. A majority of the votes cast at the meeting of members to adopt any amendments to the bylaws shall be the act of the Members.

ARTICLE X NON-DISCRIMINATION

Section 10.01 In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XI
REFERENCE TO CERTIFICATE OF INCORPORATION

Section 11.01 References in these bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these bylaws. In the event of a conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall govern.

[SIGNATURE PAGE FOLLOWS]

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the bylaws of COLONIAL COMMUNITY AQUATICS, INC., a Pennsylvania Not-for-Profit Corporation, as in effect on the date hereof.

By: Christie H. Sullivan

Name: Chrissie Sullivan

Title: Secretary of Corporation

Date: 1/12/17

WITNESS

By: David R. Sellers

Name: DAVID R SELLERS

Date: 1/12/17

WITNESS

By: John Carroll

Name: John Carroll

Date: 1/12/17