

BY-LAWS

CARMICHAEL SWIM TEAM, INC.

Adopted January 8, 1998

ARTICLE I

NAME AND OFFICES

Section 1. Name. The name of the corporation shall be Carmichael Swim Team, Inc. (the "Corporation"). The term used to identify corporation members shall be "member(s)."

Section 2. Offices. The principal office of the Corporation shall be at such location within Sacramento County as shall be determined by the Board of Directors.

ARTICLE II

MEMBERS

Section 1. Composition of Members; Voting. The Corporation shall have one class of members, which shall consist of the parents of children on the Carmichael Swim Team. Participation on the Carmichael Swim Team will be open to all children through the age of 18 who are eligible for participation under the rules of the Northern California Swim League (the "League"). Members shall vote as a single class. Each member is entitled to one vote.

ARTICLE III

MEETINGS OF MEMBERS

Section 2. Annual Meetings. An annual meeting of members shall be held during the month of July of each year, or any time established by the Board of Directors for the purpose of electing Directors and/or the transaction of such other business as may come before the meeting. If the day set aside for the annual meeting shall be a legal holiday in Sacramento County, such meeting shall be held on the next succeeding business day.

If the electing of Directors shall not be held on the day designated herein for any annual meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 3. Special Meetings. Special meetings of the members may be called by the Board of Directors or on the request of not fewer than one third (1/3) of the members.

Section 4. Place of Meeting. The Board of Directors may designate any place within Sacramento County as the place of meeting for any annual meeting or of any special meeting.

Section 5. Notice of Meeting. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail to each member not fewer than five nor more than 30 days before the date of such meeting by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. The purpose for which the meeting is called shall be stated in the notice.

Section 6. Quorum. One fifth (1/5th) of the membership in person must be present to constitute a quorum; provided, however, that the only matters that may be voted upon at any regular meeting actually attended by less than one-third (1/3) of the voting power are matters notice of the general nature of which was given in accordance with Section 4 hereof. If a quorum is not present a majority of the members present may adjourn the meeting to time and place certain and provide notice of said adjournment.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The offices of the Corporation shall be managed by its Board of Directors (the "Directors").

Section 2. Number, Tenure, and Qualifications. The Board of Directors shall have between 6 and 19 Directors. The initial number of Directors shall be 7. Directors must be members of the Corporation. The Directors shall consist of the officers and one or more members at large.

All Directors shall be elected for one year terms. Each Director shall hold office until the end of the term or until his or her successor shall be elected and qualified. Directors shall be elected when necessary at the annual meeting of the membership by the majority vote of members present and voting. Nominations and qualifications must be submitted in writing to the corporate secretary not less than five days in advance of such annual meeting and shall be prepared and made available to the members of such meeting.

Section 3. Regular Meetings. The Board of Directors shall provide by resolution the time and place, within Sacramento County, for the holding of regular meetings of the Board without notice other than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may designate any place within Sacramento County as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of special meetings of the Board of Directors shall be given at least two (2) days in advance by written notice delivered personally, by U.S. Mail or by facsimile device, to each Director at his address as shown by the records of the Corporation. The

attendance of the Director at any meeting shall constitute a waiver of notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Removal of Directors. The Board of Directors may remove any Directors with cause, as determined by the Board of Directors, if at least two-thirds (2/3) of the Directors then in office vote in favor of such removal. Absence of a Director from three consecutive meetings, or from five meetings in one calendar year, shall constitute cause for removal.

Section 9. Vacancies. The Board of Directors shall fill any vacancy occurring in the Board of Directors. Directors elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office and come from the same partnership or membership classification in which the vacancy occurred.

Section 10. Written Action of Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting, if a consent in writing setting forth the action so taken, shall be signed by all of the Directors.

Section 11. Compensation. Directors shall not receive any compensation from the Corporation. However, subject to approval by the Board of Directors, Directors shall be entitled to receive reimbursement for reasonable and necessary travel and other actual expenses incurred in performing duties of his or her office and in attending meetings of the Board of Directors and meetings of committees of the Board of Directors.

Section 12. Telephonic Meeting. Any meeting of the Board of Directors may take place by conference call, provided that all member of the Board attending have connections that allow them to hear and be heard by all other members of the Board attending.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Secretary, and a League Representative. Each officer must have been elected as a Director of the Corporation.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the members at the annual meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall be duly elected and qualified or until he is removed from office by two-thirds vote of the Board of Directors.

Section 3. Vacancies. Vacancies in any office that occur for any reason may be filled by the Board of Directors for the expiration of the term. Vacancies shall be filled in the manner described in Article IV, Section 9.

Section 4. President. The President shall preside at all meetings of the Board of Directors. The President may sign with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation; and in general, shall perform all duties incidents to the office of the President and such other duties as are prescribed by the Board of Directors from time to time.

Section 5. Vice-President. In the absence of the President or in the event of an inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other duties as may be assigned to him/her by the President or by the Board of Directors from time to time.

Section 6. Treasurer. As required by the Board of Directors the Treasurer shall give a bond for the faithful discharge of assigned duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Corporation; receive and give receipt for money due and payable to the Corporation from any source whatsoever and deposit such moneys in the name of the Corporation in such bank, trust corporation, and other depositories as shall be selected in accordance with Article VIII of these By-Laws and in general perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall have the authority to sign checks on behalf of the Corporation and shall have the authority to deposit funds received, including endorsement of checks made out to the Corporation. The Board of Directors may from time to time authorize other members of the Board of Directors to sign checks on behalf of the Corporation.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member, and in general perform all duties incidental to the office of Secretary; and such other duties as may be assigned by the President or by the Board of Directors from time to time.

Section 8. League Representative. The League Representative shall represent the Corporation at meeting of the League and shall report to the Board on actions taken or proposed to be taken by the League.

Section 9. Employees. The Board of Directors shall employ one or more swimming coaches and shall authorize the employment of other employees as needed to carry out the

program of the Corporation. The Executive Director shall select the other employees and appoint them, after ratification of each selection by the Board of Directors. The salary or wages and other terms of employment for each classification shall be set by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees or coordinators.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. Contracts shall be signed in accordance with Article V, Section 4.

Section 2. Checks, drafts, etc. All checks, drafts, or orders for the payment of money or notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or such other persons as the Board of Directors may designate.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, savings and loans associations, trust companies, or other depositories as the Board of Directors may determine.

Section 4. Investment. Any funds of the Corporation that are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests, or devices for any general or specific purposes of the Corporation.

Section 6. Audit. There shall be an independent annual audit of the Corporation's books and records.

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification of Directors, Officers and Employees. The Corporation may indemnify its Directors, officers, employees and other eligible persons pursuant to the provisions of Section 5238 of the California Nonprofit Corporation Law, or pursuant to a contract entered into with any employee who is not an officer or Director.

Section 2. Advancement of Expenses. The Corporation may advance expenses incurred in defending any proceeding as authorized in Section 5238 of the California Nonprofit Corporation Law prior to final disposition of such proceeding, provided that each Director, officer or employee provides to the Corporation a written undertaking to repay such amount if it shall be determined ultimately that the Director, officer or employee is not entitled to be indemnified.

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Members, Board of Directors, and Committees, and shall keep a record giving names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time upon two (2) business days' advance notice.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI

DUES

No initiation fee or dues shall be required from any member of the Corporation.

ARTICLE XII

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Carmichael Swim Team, Inc."

ARTICLE XIII

AMENDMENTS TO BY-LAWS

Except as otherwise required by law, these By-Laws may be revised, amended or replaced and new By-Laws may be adopted by two-thirds (2/3) vote at a meeting duly held by the Directors, or two-thirds (2/3) of the members of the Corporation present at the annual meeting or a duly summoned special meeting of the Directors or of the members of the Corporation. At least ten days prior written notice setting forth the proposed action shall be given to Directors or members.

**CERTIFICATE OF AMENDMENT OF BYLAWS
OF
CARMICHAEL SWIM TEAM, INC.,
A CALIFORNIA NON-PROFIT CORPORATION**

July 15, 2006

Pursuant to the authority of the Board of Directors set forth in Article XIII of the Bylaws of the Corporation dated January 8, 1998 (the "Bylaws"), the following amendment to the Corporation's Bylaws was approved by a resolution of the Board of Directors dated July 15, 2006:

ARTICLE V, SECTION 2

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors that occurs after the election of the Board of Directors by the members at the annual meeting of the members. Each officer shall hold office until his successor shall be duly elected and qualified or until he is removed from office by two-thirds vote of the Board of Directors.

CERTIFICATE OF SECRETARY

I, Debbie Hill, the Secretary of the Corporation, certify that the amendment to the Bylaws set forth above constitutes the amendment of the Bylaws of said Corporation adopted by the Board of Directors of said Corporation on July 15, 2006.

Dated: Effective as of July 15, 2006.



DEBBIE HILL