BYLAWS OF

PRIME AQUATICS, INC.

ARTICLE I

OFFICES

**Section 1. Registered Office**. Prime Aquatics, Inc. shall at all times maintain in the State of

Tennessee a registered agent, whose business office shall be the registered office of Prime

Aquatics, Inc.

**Section 2. Other Offices**. Prime Aquatics, Inc. may also have such other offices within or without the State of Tennessee as the Board of Directors may, from time to time, designate, and as the business and affairs of Prime Aquatics, Inc. may require.

ARTICLE II

PURPOSES

**Section 1. Nature of Corporation.** Prime Aquatics, Inc., formed under the Articles of

Incorporation, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

**Section 2. Primary Purposes.** Prime Aquatics, Inc. is organized for the purposes set forth in its

Articles of Incorporation which are filed with the State of Tennessee. Prime Aquatics, Inc. is organized exclusively for educational purposes under section 501(c)(3) of the Internal Revenue

Code.

ARTICLE III

BOARD OF DIRECTORS

**Section 1. General Powers**. The Board of Directors shall have the general power to manage and control the affairs and property of Prime Aquatics, Inc., and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

**Section 2**. Number, Election, and Term of Office. The Board of Directors shall consist of no less than five (5), and no more than seven (7), members. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting to occur in May or as decided by the board.

**Section 2.1** The board will solicit potentially interested board members from parents/guardians of full-time swimmers.

**Section 2.2** The board shall endeavor to find two (2) members from each age group with one at large position

**Section 2.3** Two (2) or more parents, immediate family members, or guardians cannot serve concurrently

**Section 2.4** Board members shall serve for a two-year term.

**Section 2.5** Board positions within age groups should occur over alternating years

**Section 2.6** Board members can serve one additional sequential term but then a one-year hiatus must occur

**Section 2.7** No person can serve more than three terms.

**Section 2.8** The past president will stay on in a non-voting role to guide the incoming president and the board for a period of 6 to 12 months.

**Section 3. Officers.** The Board of Directors may designate from among its members a

President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.

**Section 4. Vacancies.** Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

**Section 5. Annual and Regular Meetings**. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of

Directors may by resolution prescribe the time and place of such other regular meetings.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, as the date, hour, and place for holding any special meeting of the Board called by them.

**Section 7. Notice**. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered by mail, email, facsimile or other means of electronic transmission to each Director at his address as shown in the records of

Prime Aquatics, Inc. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**Section 8. Quorum and Proxies**. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

**Section 9. Manner of Acting**. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 10. Compensation**. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses, as agreed upon by the Board. Nothing herein shall be construed to preclude any Director from serving Prime Aquatics, Inc. in any other capacity and receiving compensation therefor.

**Section 11. Informal Action**. Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

**Section 12. Resignation; Removal**. (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing, either by mail or email, addressed to the

President or Secretary of Prime Aquatics, Inc. or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office.

**Section 13. Open Meetings Policy**

 **13.1 Space Limitations**. Subject to limitations of space, regular and special Board meetings shall be open to the public except for those matters which may be deemed to be confidential including, but not limited to, matters whose disclosure would adversely affect the business, professional or personal reputation of Persons, matters whose disclosure may be prejudicial to the best interests of the Corporation, and matters relating to labor relations, personnel, real estate, confidential government policies, legal advice and litigation.

**13.1.2 Confidentiality:** All materials, reports, data and other documentation submitted to Board

Members for closed sessions are confidential until disclosed in an open meeting of the Board or officially announced after the meeting by the President (or his/her designate). Board Members and Committee Members shall observe strictly the confidential nature of business dealt with in closed sessions and it shall be their responsibility to ensure that such information is not divulged to unauthorized persons. Decisions reached during the closed session that are to be announced after the meeting will be made public by official announcement or press release only and such publication does not free members of the obligation to hold in confidence the discussions which took place in the meeting or the material involved.

**13.2.1 Conflict of Interest**. Upon appointment, each Board Member or Committee Member shall sign an attestation regarding Confidentiality and Conflict of Interest.

**13.2.2 Addressing Board.** Except by permission of the Chair, members of the public shall not be permitted to address a meeting or to disturb the conduct of a meeting in any way. A member of the public who wishes to address the Board must submit his/her request, including details of the matter for discussion, to the Chair through the Corporation at least 10 calendar days prior to the relevant Board meeting. The decision to grant the request shall be at the discretion of the

Chair.

**Section 14 Public Distribution of Materials**

**14.1** Agendas, minutes and supporting documentation for open meetings of the Board, and updated Board Bylaws shall be available on the Board webpage. Agendas, minutes and supporting documentation for closed meetings of the Board shall be available to Board Members and to those authorized by the Board, the Chair or the President.

**Section 15 Rules of Order for Board Committees and Subcommittees**

**15.1** The rules of order and meeting procedures adopted for Board proceedings are the rules for all Committees where separate rules based on particular needs or circumstances have not been formally adopted. This includes all Board standing committees and ad hoc committees, but does not include task forces, working groups, and subcommittees of Committees.

**15.2** Board Committee meetings shall be closed and not open to the public.

**15.3** The minutes of Board Committee meetings shall be reported to the Board. By default, the minutes shall be reported in Board meetings open to the public. Only the minutes or portions of minutes that are deemed to be confidential in accordance with this policy shall be considered by the Board in closed session.

ARTICLE IV

REGULAR COMMITTEES

**Section 1. Purposes.** The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

**Section 2. Number, Election, and Term of Office**. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

**Section 3. Officers.** The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

**Section 4. Vacancies**. Vacancies in the membership of any committee shall be filled by the

Board of Directors.

**Section 5. Quorum**. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules**. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

**Section 7. Powers.** Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE V

ADVISORY COMMITTEES

**Section 1. Purpose**. The Board of Directors may establish an Advisory Board and such other advisory committees as it considers appropriate. The purpose of all such committees shall be to advise the Board of Directors on such matters relating to Prime Aquatics, Inc. as the Board of

Directors designates.

**Section 2. Number, Election, and Term of Office**. The number of members of each advisory committee shall be as determined by the Board of Directors. Members of each advisory committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

**Section 3. Powers**. Each advisory committee shall have the power to advise the Board of

Directors and such other powers as the Board of Directors may grant it consistent with law, the

Articles of Incorporation, and the Bylaws.

ARTICLE VI

OFFICERS

**Section 1. Officers.** The Officers of Prime Aquatics, Inc. shall be a President, Vice President,

Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

**Section 2. Election and Term of Office**. The Officers of Prime Aquatics, Inc. shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

**Section 3. Removal**. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of Prime Aquatics, Inc. would be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion

of the term.

**Section 5. President.** The President shall be the chief executive officer of Prime Aquatics, Inc. and, in general, shall supervise and control all of the business and affairs of Prime Aquatics, Inc.

The President may sign, with the Secretary or any other proper Officer of Prime Aquatics, Inc. authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he or she shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice President**. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of

Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 7. Secretary**. The Secretary shall keep the minutes of the meetings of the Board of

Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

**Section 8. Treasurer**. The Treasurer shall be responsible for all funds and securities of Prime Aquatics, Inc.; receive and give receipts for monies due and payable to Prime Aquatics, Inc. and deposit all such monies in the name of Prime Aquatics, Inc. in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws. The

Treasurer shall file annual reports, filings, and taxes with the State of Tennessee and IRS on an annual basis, in accordance to the laws. The Treasurer shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

**Section 1. Contracts**. The Board of Directors may authorize any Officer or Officers, agent or agents of Prime Aquatics, Inc., in addition to or in place of the Officers so authorized by the

Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of Prime Aquatics, Inc., and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, and Similar Documents**. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of Prime Aquatics, Inc., shall be signed by such Officer or Officers and/or agent or agents of Prime Aquatics, Inc. and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. Deposits**. All funds of Prime Aquatics, Inc. shall be deposited from time to time to the credit of Prime Aquatics, Inc. in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts and Contributions**. The Board of Directors may accept on behalf of Prime

Aquatics, Inc. any contribution, gift, bequest, or devise for the general purposes or for any special purpose of Prime Aquatics, Inc. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Tennessee, and any other relevant jurisdiction.

**Section 5. Conflict of Interest**. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation (either directly or indirectly) from Prime Aquatics, Inc. is prohibited from providing information to any committee regarding compensation.

ARTICLE VIII

BOOKS AND RECORDS

Prime Aquatics, Inc. shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of Prime Aquatics, Inc. shall begin on the first day of August and end on the last day of July in each year.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of Tennessee or under the provisions of the Articles of Incorporation or the Bylaws of Prime Aquatics, Inc., a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen

(15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

ARTICLE XII

DISSOLUTION

Upon the dissolution of Prime Aquatics, Inc, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.