

BY-LAWS
SUBURBAN SWIM LEAGUE INC

I. NAME

The name of this Corporation shall be the Suburban Swim League, Inc.

II. PURPOSES

The purpose of this corporation shall be:

- a. To promote competitive swimming and good sportsmanship.
- b. To hold or arrange swimming and other matches and competitions, and to offer and grant, or contribute towards the provisions of prizes, awards and distinctions.
- c. To do all other lawful acts or activities permitted by the General Corporation Law of Delaware in furtherance thereof. The corporation shall, however, do nothing which is not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954--(or the corresponding provisions of any future Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under section 170 (c)(2) of the same Code or its corresponding future provisions.

III. BOARD OF DIRECTORS

- a. The property and business of the Corporation shall be managed by a Board of Directors, consisting of one representative from each member pool, or the member's designate. The Board of Directors, by majority vote, may increase or decrease their numbers.
- b. The members of the Board of Directors shall be appointed by the respective pools of the Suburban Swim League. Each member pool shall appoint one member to the Board of Directors and as many alternate members as they deem appropriate.
- c. Vacancies and newly-created directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, though less than a quorum, or by a sole remaining Director and any Director so chosen shall have qualified, unless soon displaced.
- d. Special meetings of the Directors may be called by the President on three (3) days' written notice and shall be so called by the President in like manner on the written request of at least two (2) Board members and may be held within or without Delaware.
- e. A majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured and each

Director shall have one (1) vote at all Board meetings.

f. One or more of the Directors may be removed at any time with or without cause, by a majority vote of the voting members of the corporation at a meeting called for that purpose.

g. Special meetings of the Association may be called by the Board of Directors. Upon written request of 10% of the active members to the Secretary stating the purpose, a special meeting shall be called by the Secretary within 30 days. Notice of special meetings shall be given by mail to the members at least 7 days prior thereto. The notice shall state the purpose for which the special meeting is called and no other business shall be transacted thereat.

IV. EXECUTIVE COMMITTEE

The Board of Directors may at any time designate an Executive Committee to manage the corporation's affairs to the extent permitted by the General Corporation Law of Delaware, to be comprised of the number of persons selected by the Board, which shall also name the members thereof from time to time as necessary.

V. OFFICERS

a. The officers of the Corporation shall consist of a President, Treasurer and Secretary. Directors shall be appointed from the members of the Board as stated in the League Rules.

b. The President shall preside at all meetings of the Committee and the membership, and shall be the administrative officer of the corporation, duly carrying out and performing all resolutions and instructions of the Board or Executive Committee. He/she shall appoint, subject to confirmation of the Board or Executive Committee, all subcommittees and chairpersons thereof.

c. The Secretary shall give all required notices for the corporation and shall keep the minutes of all meetings and attend to the correspondence of the corporation as requested by the President or other officers of the corporation or the Board.

d. The Treasurer shall receive all funds and contributions made to the corporation, account therefore, and disperse the funds of the corporation when properly authorized to do so, keeping records of all transactions in form and manner consistent with standard accounting procedure. The Treasurer shall submit to the Board, Executive Committee or President a summarized financial statement upon request. An annual audit shall be performed by December 31 of each year and the results recorded at the first meeting of the Board in the following year.

e. All checks drawn on the corporation's account shall be signed by the Treasurer. The

Treasurer is authorized only to honor commitments within the budget approved by the Board of Directors. The Corporation shall not be liable for payments of commitments made without prior authorization of the Board of Directors. All checks and bank accounts shall require the signature of two of the three current officers.

VI. MEMBERS

a. Any full member of a member pool of the Suburban Swim League shall be a full member of the Suburban Swim League, Inc.

b. The Board of Directors may establish assessments for annual dues and may also establish such other classes of memberships, with or without annual dues, as it shall from time to time decide upon.

VII. CONTRIBUTIONS

The corporation shall accept donations or contributions from the public and shall use them to further its purposes as stated herein above.

VIII. DISSOLUTION

In the event of dissolution of the corporation, upon the effective date of dissolution, the Board shall determine what use shall be made of the assets of the corporation remaining after the payment of all its outstanding debts and other obligations, and the officers of the corporation shall so distribute its assets. The recipients thereof must, however, be qualified as charities under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue Law at the time such distribution is made.)

IX. AMENDMENTS TO BY-LAWS

Amendments to these By-Laws may be made by a majority of the Board of Directors.

X. FISCAL YEAR

The fiscal year of the corporation shall end December 31.

XI. INDEMNIFICATION

The Board of Directors and officers of the corporation shall be indemnified by the corporation against expense actually and necessarily incurred by them or anyone of them in connection with the defense of any action, suit, or proceeding to which he or she is made a party by reason of having been a member of the Board of Directors or an officer of the corporation, except in relation to matters in which such officer or member of the Executive Committee may have been adjudged liable for gross negligence or willful misconduct. The right of indemnification provided herein will inure to each officer and member of the Board of Directors at the time such

costs or expenses are incurred, and in the event of death, to the personal representatives of such fiduciary.

XII. CLAUSE FOR TAX-EXEMPT STATUS

No part of the net earnings of this organization will inure to the benefit of or be distributable to its members, Directors, officers or other private person, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in its Certificate of Incorporation.

XIII. CONDUCT OF MEETINGS

All meetings of the corporation shall be governed by procedure such as outlined in Robert's Rules of Order.