

**BYLAWS
OF
IRVINE SWIM LEAGUE, INC.**
A California Nonprofit Public Benefit Corporation
Last Amended September 27, 2012

**ARTICLE 1
LOCATION OF OFFICES**

The name of this corporation is Irvine Swim League, Inc. It is a California nonprofit public benefit corporation with principal offices at 5319 University Drive #302, Irvine, California 92612.

**ARTICLE 2
PURPOSE**

Section 2.1. General Purpose. The Irvine Swim League, Inc. is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law. The corporation is organized exclusively for charitable and educational purposes, and to foster amateur sports competition, all within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these Bylaws, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

Section 2.2. Specific Purpose. The corporation is organized and operated exclusively for providing the various Irvine homeowner association/subdivision swim teams and the Irvine Swim League city swim teams with the opportunity to join an ongoing and well organized summer swim league and substantially all of its activities are for pleasure, recreational and other nonprofit purposes, including recreational competitive swimming for children in the Irvine community who meet the eligibility requirements.

**ARTICLE 3
PHILOSOPHY**

The philosophy of the Irvine Swim League is to promote neighborhood and city-wide swim teams through a formal ongoing organization. This should provide the type of individual competition that has as its primary goal the safe teaching of swimming with proper strokes and the improvement of each swimmer's self-esteem through the improvement in one's individual performance. This should also promote sportsmanship and promote improved relationships between swimmers, parents and neighborhoods throughout the City. As a secondary goal, used to provide some motivation to each swimmer as a member of a team, the Irvine Swim League provides friendly and healthy

team competition. Neighborhood teams will exist in individual homeowners association areas and city-wide teams will service those neighborhoods in Irvine where homeowners association teams are not possible or where the demand for participation exceeds the capacity of the homeowners association teams.

ARTICLE 4

Left Intentionally Blank

ARTICLE 5

MEMBERSHIP

Section 5.1. Members. There shall be one class of membership, as follows: Member Swim Teams which have been accepted and Chartered by the Board of Directors of the corporation in the manner provided in this Article, and which continue to comply with the Bylaws of the corporation as adopted or amended. Each Member shall be a Director of the corporation and a meeting of the Board of Directors shall have the same meaning as a meeting of the Members. Membership in the corporation is nontransferable and non-assignable.

Section 5.2. Charters. Member Swim Teams may be formed and Chartered as the Bylaws provide, in each village, neighborhood or other geographical area in the City of Irvine, California. Petitions for Charters must be received by the Board of Directors by January 31st of any year and will be ruled upon by the Board of Directors of the Irvine Swim League at the February Board Meeting. If no action is taken on the application at the February Board meeting, the applicant team will not be accepted to the league for that year. The team may re-apply for admission the following year. To be a member, a Member Swim Team must pay the annual dues and assessments, must participate on a regular basis in the activities of the corporation, and must have otherwise fully complied with the Rules adopted by the Board of Directors pursuant to Article 15.

Section 5.2.1. Inactive Status. Member Swim Teams may be placed on “inactive” status for a period of up to two seasons by paying the annual team dues and providing written notice to the Board of Directors by February 1 of each year.

Section 5.3. Termination of Member Swim Teams. Membership of any Member Swim Team shall cease on the happening of any of the following events:

- (a) The failure of a Member Swim Team to actively participate in the activities of the organization, including but not limited to, not having the minimum number of swim participants as set by the Board of Directors;
- (b) The failure of the Member Swim Team to pay its dues or assessments in a timely fashion after notice;
- (c) Any Member Swim Team more than sixty (60) days in arrears for any indebtedness;
- (d) The resignation of the Member Swim Team;

- (e) Violation of or failure to follow the Rules adopted by the Board of Directors pursuant to Article 15; or
- (f) Failure to return to active status after two (2) years.

Section 5.3.1. On determination by a two-thirds vote of the Board of Directors (excluding the Member Swim Team in question) that one or more of these events (other than the Member Swim Team's resignation) has occurred, and that the Member Swim Team should be expelled or suspended, or its membership terminated or suspended, the following shall occur:

- (a) A minimum of 15 days prior notice of the termination and related reasons shall be given to the Member Swim Team. If the Member Swim Team does not pay the dues or otherwise contact the corporation within 10 days of the notice to protest the termination, the Member Swim Team shall be removed from the membership list.
- (b) If the Member Swim Team timely files a protest, the Member Swim Team shall be given an additional 5 days to present a written explanation/objection for presentation to the Board of Directors. Thereafter, the Board of Directors shall consider the written explanation/objection prior to making a final decision on whether or not the Member swim Team shall be terminated, and shall notify the Member Swim Team accordingly.
- (c) All notices required under this section shall be given by first-class or registered mail, sent to the last address of the Member Swim Team, as shown on the corporation's records.

Section 5.4. Resignation. Any Member Swim Team may resign by filing a written resignation signed by their team president and one other team representative. No such resignation shall release the Member Swim Team so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued but unpaid.

Section 5.5. Reinstatement. Upon written request signed by a representative of a former Member Swim Team and filed with the Secretary, the Board of Directors may reinstate such former membership upon such terms as the Board of Directors may deem appropriate.

Section 5.6. Dissolution of a Member Swim Team that is a "City Team". Notice shall be given to the President immediately upon the officers of a city team contemplating dissolution of a team. Only after the Executive Board has determined there is no longer a need for this particular city team shall the Board of Directors consider dissolution of a city team. Upon such determination, written notice of dissolution, signed by all of that city team's officers, shall be given to the President. Upon receiving that written notice, the Executive Board shall present the dissolution to the Board of Directors for their approval.

Section 5.7. Voting Rights. Every Member Swim Team shall be entitled to one vote by its representative at any meeting of the Board of Directors.

Section 5.8. Representation. Each Member Swim Team in good standing Chartered by the Corporation shall be entitled to elect one representative to any meeting of the Board of Directors. Any member of the Member Swim Team may represent that Member Swim

Team, provided, however, that the representative may not be a coach of that Member Swim Team and, at the time of the individual's designation as a representative, the individual must be a parent, grandparent or guardian of at least one swimmer (collectively referred to as "Children") on that Member Swim Team. If a representative thereafter ceases to have any Children actively participating with the Member Swim Team, said individual may continue to serve as a representative for no longer than one (1) year thereafter. Each Member Swim Team in good standing may also elect alternate representatives in number not to exceed two (2). Each representative and alternate(s) shall be elected by the Board of Directors of each Member Swim Team and shall meet the qualifications contained in this Section. A list of each Member Swim Team's representative and the rank of its alternate(s) shall be provided to the Secretary of the corporation prior to the Regular Annual Meeting, regular meeting or any special meeting of the Members. In the event of the substitution of an alternate representative, the alternate for each Member Swim Team shall be substituted in the priority stated in its list and such change shall be reported to the Secretary of the Corporation.

ARTICLE 6

BOARD OF DIRECTORS

Section 6.1. Powers. Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is expressly declared that the Board of Directors shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the officers, agents, and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion, required from these officers, agents, and employees security for faithful service.
- (b) To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the corporation's Articles of Incorporation, and generally to conduct, manage, and control the activities and affairs of the corporation and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or with these Bylaws, as they may deem best.
- (c) To adopt, make and use a corporate seal and to alter the form of the seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- (e) To carry on a business for profit and apply any resulting profit to any activity in which it may legally engage.

Section 6.2. Number of Directors. The authorized number of Directors of the corporation shall be equal to the number of Member Swim Teams in good standing Chartered by the corporation.

Section 6.3. Selection and Tenure of Office. Each Director shall serve until the next annual meeting and until a successor has been elected and qualified.

Section 6.4. Qualifications. Each Director must be the representative of a Member Swim Team pursuant to Section 5.8.

Section 6.5. Vacancies. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, is unable to act or convicted of a felony, or, in the case of a corporation holding assets in charitable trust, has been found by a final order or judgment of any court to have breached any duty arising under the law.

Section 6.6. Removal of Directors. A Director may be removed from office if any of the following has been found to have occurred:

- (a) A conflict of interest is found to exist between the Director and the corporation.
- (b) The Director is found to have engaged in activities that are directly contrary to the interests of the corporation.
- (c) The Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis.
- (d) A majority of Directors determined that the Director has not continued to meet these qualifications.

Before removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board of Directors. Removal must be by a majority vote of all the Directors.

Section 6.7. Place of Meetings. Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, annual, special, or adjourned) of the Board of Directors of the corporation may be held at any place within California which has been designated for that purpose by the Board of Directors.

Section 6.8. Regular Meetings. Regular meetings of the Board of Directors shall be held on a regular basis on a date and at a place designated by the Board of Directors.

Section 6.9. Regular Annual Meetings. The regular annual meeting of the Board of Directors shall be held in September at a place and time to be determined, and announced in advance, by the Board of Directors, for the purpose of reviewing the status of the corporation, and to consider reports of the affairs of the corporation, and transact other business as may properly be brought before the meeting, including but not limited to, the election of Officers of the corporation to serve for the following year.

Section 6.10. Special Meetings. Special meetings of the Board of Directors may be called at any time by order of the President, of any Vice President, of the Secretary, or of two or more of the Directors.

Section 6.11. Notice of Special Meetings. Special meetings of the Board of Directors shall be held on four (4) days prior notice by first class mail or a forty-eight hour notice given personally, by telephone, including a voice messaging system, or other system or technology designed to record and communicate messages, including facsimile, electronic mail, or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the corporation, or as may have been given to the corporation by the Director for purposes of notice or, if the address is not shown on the records, or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. Or the case of emergency Special Meeting, twenty-four (24) hour notice shall be given via electronic mail and/or telephone. Notice of any meeting of the Board of Directors shall specify the place, the day, and the hour of the meeting and the general nature of the business to be transacted.

Section 6.12. Quorum. Except as otherwise provided herein, a majority of the authorized number of Directors, in person or by proxy, shall constitute a quorum for the transaction of business. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Public Benefit Corporation Law may provide, the 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 the act of the Board of Directors.

Section 6.13. Left Intentionally Blank

Section 6.14. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meetings, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to the Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of corporation meetings.

Section 6.15. Adjournment. A majority of the Board of Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of the adjourned meeting shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 6.16. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing or via electronic mail to the action. The consent or consents shall have the same effect as a unanimous vote of the Board of Directors and shall be filed with the minutes of proceedings of the Board of Directors.

Section 6.17. Absentee Ballots. Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular, annual, special or adjourned meeting of the Board of Directors. These ballots may be used by Directors who are unable to attend and who request the same.

Section 6.18. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which the person is a director, for a purpose reasonably related to the person's interest as a Director.

Section 6.19. Executive Board. The Executive Board shall be comprised of the President, President-Elect, Vice President-Facilities, Vice President-Website, Treasurer, Secretary, Commissioner of Officials and any members at large approved by the Board of Directors. The members at large need not be members of the Board of Directors. The Executive Director of the corporation shall be an ex-officio member of the Executive Board. There will be no more than two (2) officers per Member Swim Team serving on the Executive Board. The Executive Board shall govern the day to day activities of the corporation and shall report to the Board of Directors. The Executive Board shall have further powers as may be expressly delegated to it by resolution of the Board of Directors with the exception of any action for which the California Nonprofit Public Benefit Corporation Law requires the approval of the Members (i.e., the Board of Directors) including, but not limited to, the filling of vacancies on the Board of Directors, the amendment or repeal of Bylaws or adoption of new Bylaws, the amendment or repeal of any resolution of the Board by which its express terms is not so amendable or repealable, or the appeal of any self-dealing transaction, as these self-dealing transactions are defined in Corporations Code Section 7233(a). The regular and special meetings and other actions of the Executive Board shall be governed by the provision of these Bylaws applicable to meetings and actions of the Board of Directors. Minutes shall be kept of each meeting of the Executive Board and filed with the Secretary of the corporation.

Section 6.20. Committees. The Board of Directors or the President shall appoint various standing and other temporary committees as needed to conduct the business and activities of the corporation. The committees shall have the powers as may be expressly delegated to them by these Bylaws, by delegation by the President, or by resolution of the Board of Directors with the exception of any action for which the California Nonprofit Public Benefit Corporation Law requires the approval of the Members including, but not limited to, the filling of vacancies on the Board of Directors, the amendment or repeal of Bylaws or adoption of new Bylaws, the amendment or repeal of any resolution of the Board of Directors by which its express terms is not so amendable or repealable, or the appeal of any self-dealing transaction, as these self-dealing transactions are defined in Corporations Code Section 7233(a). The Board of Directors or the President shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Directors or the President shall otherwise prescribe, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee and filed with the Secretary of the corporation. Upon formation, each committee shall remain in existence until terminated by the Board of Directors or the President.

Section 6.20.1. Standing Committees. The standing committees of the corporation, as shall be changed from time to time by the Board of Directors or the President, shall be:

- (a) Championships. The Championships Committee shall be comprised of at least one (1) representative (whether a Director or not) of each Member

Swim Team and the Committee shall be responsible for working with the Executive Director on the planning, staging, coordinating the participation and volunteer obligations of each Member Swim Team at the annual Championships meet which is held at the conclusion of each season.

- (b) Rules Committee. The Rules and Bylaws Committee shall be responsible for the annual review of the Rules and Bylaws and for recommending revisions to the Board of Directors. Membership on the Rules and Bylaws Committee is open to all representatives (whether a Director or not) of each Member Swim Team. The Rules and Bylaws Committee shall meet once a year in July and shall prepare a report to the Board of Directors of any recommended revisions to the Rules and/or Bylaws in advance of the September annual meeting.

Section 6.21. Fees and Compensation. Directors shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the Board of Directors; reimbursement for expenses as may be fixed or determined by the Board of Directors. Directors shall not serve the organization in some other capacity for which compensation is paid.

ARTICLE 7

OFFICERS

Section 7.1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, more Vice Presidents, one or more Assistant Treasurers, and other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. Candidates for an officer position must be, or have been, a member of their Member Swim Team board at some time within the last three years.

Section 7.2. Election. The officers of the corporation, except those officers as may be appointed in accordance with the provisions of Section 7.3 or Section 7.5 of this Article, shall be chosen annually by, and shall serve at the pleasure of the Board of Directors. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

Section 7.3. Subordinate Officers. The Board of Directors may appoint, and the President may appoint, other officers as the business of the corporation may require, each of whom shall hold office for the period, have authority, and perform duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 7.4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board of Directors, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors. Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the President, or to the Secretary of

the corporation. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 7.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

Section 7.6. Inability to Act. In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board of Directors may select.

Section 7.7. President. The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the activities, affairs and Officers of the corporation. The President shall preside at all meetings of the Board of Directors and the Executive Board. The President shall be an ex-officio member of the Executive Board and all the standing committees, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 7.8. Vice President. In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have other powers and perform other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

Section 7.9. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the office or other place as the Board of Directors may order, of all meetings of the Members, the Board of Directors and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the Members, the Board of Directors' and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the office in the State of California and the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, the Executive Board, and any committees of the Board of Directors required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board of Directors.

The Secretary shall keep or cause to be kept, at the office of the corporation on, a membership register, or a duplicated membership register, showing the names of the Members and their addresses. The Secretary shall also keep, or cause to be kept, a book of minutes at the office or other place as the Board of Directors may order, of all meetings of the Members, with the time and place of holding, whether regular or special,

and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Members required by these Bylaws.

Section 7.10. Treasurer and Chief Financial Officer. The Treasurer shall be the Chief Financial Officer of the corporation and shall, either personally or by delegation to another officer or employee of the corporation: a) have charge and custody of, and be responsible for, all funds of the corporation and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be designated by the Board of Directors; b) receive, and give receipt for, monies due and payable to the corporation from any source whatsoever; c) disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors through the approved budget, taking proper documentation of such disbursements; d) keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; e) provide, at all reasonable times, the books of account and financial records to any Director or Officer of the corporation on request therefore; f) render to the Executive Board and Board of Directors whenever requested an account of any or all of his/her transactions as Treasurer and of the financial condition of the corporation; g) prepare, or cause to be prepared, and certify the monthly and annual financial statements to be provided to the Executive Board and the Board of Directors; h) prepare, or cause to be prepared, a budget for the current season for review by the Board of Directors by the February meeting of the Board of Directors each year; i) prepare, or cause to be prepared, the annual tax returns and any other required filings; and, j) and shall have other powers and perform other duties as may be prescribed by the Board of Directors

Section 7.11. Assistant Treasurer (optional). At the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the Treasurer.

Section 7.12. Salaries. All of the above-named officers of the Irvine Swim League shall serve the Irvine Swim League without compensation.

Section 7.13. President Elect or Vice President. The President Elect, if there is an officer by that title, or a Vice President designated by the President, shall act as the Chairperson of the Rules Committee and act as the Chairperson of the Judicial Committee which hears protests, grievances, and appeals in accordance with the procedures established by; the Board of Directors.

ARTICLE 8

MEMBER SWIM TEAMS

Section 8.1. Structure. A Chartered Member Swim Team shall be either a) a homeowners association team with a membership within a reasonably coherent geographical area (village or neighborhood within the City of Irvine) and shall be the only Member Swim Team within that geographical area, unless modified by the Board of Directors, or b) a city team with a membership from throughout the City which will service those villages or neighborhoods where homeowners association teams are not possible or where the demand for participation exceeds the capacity of the homeowners

association teams. Homeowners association teams shall generally use private pool facilities and City teams shall generally use City of Irvine or Irvine Unified School District pool facilities. Requests for homeowners association teams to use a pool other than their association pool shall be submitted to the Board of Directors for prior approval.

Section 8.2. Bylaws. Each Member Swim Team shall develop its own Bylaws, which may be based on model bylaws available from the Secretary of the corporation. Member Swim Team Bylaws must be in conformance with these Bylaws, and are subject to review by the Board of Directors.

Section 8.3. Qualifications for Swim Team Membership. Team Members of each Member Swim Team shall predominately be those individuals whose parent(s), grandparents or legal guardian(s) reside in the geographical area of that Member Swim Team, except that those registered in an area where there is no Member Swim Team may become members of a Member Swim Team in a nearby area until a new Member Swim Team may be chartered. Each prospective Team Member must be accepted under the Bylaws of his or her Member Swim Team and must continue to comply with those Bylaws, and must pay such annual dues as may be fixed. Notwithstanding anything in this Article to the contrary, all members of Member Swim Teams must meet the requirements set forth in the Rules pertaining to eligibility to swim in the Irvine Swim League.

Section 8.4. Left Intentionally Blank

Section 8.5. Membership Requirements. To maintain its good standing in the Irvine Swim League, each Member Swim Team must maintain a minimum of fifty (50) active Team Members, each of whom has paid current dues; the Member Swim Team must also have paid its current dues to the corporation.

Section 8.6. Officers and Directors. Each Member Swim Team shall have a Board of Directors consisting of its president, a secretary and a treasurer, plus such additional directors as may be specified in its Bylaws. All officers and/or directors of the Member Swim Team must be a parent, grandparent or legal guardian of a current registered swimmer on that Member Swim Team.

Section 8.7. Elections. Each Member Swim Team shall elect its officers and directors, in accordance with its Bylaws, annually; also, its representatives and alternates shall be so elected.

Section 8.8. Meetings. Each Member Swim Team shall hold meetings, in accordance with its Bylaws.

Section 8.9. Reports. Each Members Swim Team shall submit to the Secretary of the corporation periodical complete and accurate reports of its membership, finances, the names and addresses of its board of directors, president, secretary and treasurer, plus such other information as may be required at such times and in such manner as may uniformly be provided by resolution of the Board of Directors of the Irvine Swim League.

Section 8.10. Records. All records of each Member Swim Team shall be maintained by the secretary and treasurer of that Member Swim Team, available for examination by its

board of directors, Team Members' parent(s) or guardian(s), and by the officers or Board of Directors of the Irvine Swim League.

Section 8.11. Application for Charter. Application for Charter of a new Member Swim Team shall be made on the standard petition form as adopted by the Board of Directors of the Irvine Swim League, which petition shall be signed by at least five (5) eligible Team Members' parent(s) or guardian(s) for the prospective Member Swim Team. At least five (5) of these eligible Team Members' parent(s) or guardian(s) must reside within the geographical area of the prospective Member Swim Team. Petitions for Charter shall be submitted in accordance with Section 5.2 of these Bylaws.

Section 8.12. Initial Organization. Upon receipt of an approved petition by the Secretary of the corporation, the Board of Directors of the corporation may by resolution consider and approve or deny formation of the new Member Swim Team pursuant to Section 5.2 of these Bylaws.

Section 8.13. Conditions of Organization. The organization of the new Member Swim Team shall be completed, under the direction of the accredited representative(s) of the Irvine Swim League; provided that the new Member Swim Team shall have:

- (a) Ratified these Bylaws;
- (b) Adopted its own bylaws;
- (c) Elected its own officers and directors, and accomplished its organization in accordance with its bylaws.
- (d) Certified to the Secretary of the corporation that its officers, directors, committees and members have been instructed in their duties by the accredited representative(s) of the Irvine Swim League; and
- (e) Agree to abide by and follow the Rules adopted by the Board of Directors pursuant to Article 15.

Section 8.14. Completion of Organization. Upon satisfaction of the requirements set forth in this Article and in Section 5.2, the Board of Directors of the corporation may issue the new Member Swim Team a Charter signed by the President and Secretary of the corporation under the seal of the Irvine Swim League. This Charter shall state the name of the new Member Swim Team and the date of membership, which shall be the date of acceptance by the Board of Directors of the corporation.

ARTICLE 9 OTHER PROVISIONS

Section 9.1 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by any one of the President or any Vice President, and any one of the Secretary, the Treasurer or Assistant Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of an on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 9.2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board of the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the officer.

Section 9.3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE 10

AMENDMENTS TO BYLAWS

Section 10.1. Amendments. These Bylaws may be amended by repeal and new and additional Bylaws may be adopted only by two-thirds vote of the Members at the regular annual meeting or any special meeting of the Members.

Section 10.2. Record of Amendments. Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written was filed shall be stated in the Book.

ARTICLE 11

INDEMNIFICATION OF AGENTS OF THE CORPORATION

Section 11.1. Definitions. For purposes of this section, “agent” means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; “proceeding” means any threatened, pending, or completed action or preceding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 8.4 or 8.5(b) of this Article.

Section 11.2. Indemnification in Actions by Third Parties. 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 judgment in its favor, an action brought under Corporations Code section 5233, made applicable pursuant to Corporations Code section 7238, or an action brought

by the Attorney General or a person granted realtor status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on 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 the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the conduct was unlawful.

Section 11.3. Indemnification in Actions by or in the Right of 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 or brought under Corporations code section 5233, made applicable pursuant to Corporations Code section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust to procure a judgment in its favor by reason of the fact that the person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interest 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 8.3:

- (a) In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval, without prior approval of the Board of Directors; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General, without prior approval of the Board of Directors.

Section 11.4. Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 8.2 or 8.3 of this Article 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.

Section 11.5. Required Indemnification. Except as provided in Section 10.4. of this Article, 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 Section 10.2 or 10.3, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) The court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney, or other person rendering services in concoction with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 11.6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the preceding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 11.7. Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

Section 11.8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article, except as provided in Sections 10.4 or 10.5(b) in any circumstances where it appears that:

- (a) It would be inconstant with a provision of the Articles of Incorporation, these Bylaws, a resolution of the 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) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 11.9. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity or arising out of agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article provided, however, that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of Corporations Code section 5233, made applicable by Corporations Code section 7238.

ARTICLE 12

RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

Section 12.1. Receipt of Funds. The corporation shall receive all moneys, other properties, or both, transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by these Articles.

Section 12.2. Investment of Funds. The corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation. The Board of Directors shall designate the depositories of all funds of the corporation.

Section 12.3. Disbursement of Funds. All disbursements shall be made solely by check. No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Treasurer or by the Board of Directors. However, the Board of Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

Section 12.4. Signers of Checks. All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officer, agent or agents, as the Board of Directors may from time to time by resolution designate.

Section 12.5. Fees and Dues. The revenues of the Irvine Swim League shall be derived from fees and dues and from other sources consistent with the purpose and tax-exempt status of the corporation

Section 12.6.1. Team Dues. The Annual dues shall be forwarded to the Treasurer of the Corporation within thirty (30) days of due date. Any delinquency in the forwarding of dues when payable may result in the suspension of the member Swim Team. The annual dues of the Irvine Swim League shall be one hundred twenty-five dollars (\$125) per Member Swim Team or as may be changed by resolution of the Board of Directors.

Section 12.6.2. Swimmer Dues. The annual swimmer dues shall be forwarded to the Treasurer of the Corporation by the registrar, after swimmer registration is complete. A swimmer is not considered a member of the ISL until the dues are accepted by the league. The annual swimmer dues of the Irvine Swim League shall be determined and approved per vote by a majority of the Board of Directors during the September meeting of the prior swim season.

Section 12.7. Budget. The expenditures of this corporation will be controlled by an annual budget which shall be presented to the Board of Directors before the February meeting. After the budget's approval, the budget shall be the primary document which controls the annual expenditures of the association. The budget will be approved and may be amended from time to time by a majority vote of the Board of Directors. The Treasurer of the corporation shall be responsible for the execution of the budget and shall

have the authority necessary to restrict expenditures to sums and objects within the budget.

ARTICLE 13

CORPORATE RECORDS AND RECEIPTS

Section 13.1. Records. The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All books, records, and accounts shall be kept at its place of business in California, as fixed by the Board of Directors from time to time.

Section 13.2. Inspection of Books and Records. The membership register or duplicate membership register, the books of account, and minutes and proceedings of the Board of Directors, the Executive Board, and any committees of this corporation shall be open to inspection on the written demand of any Member Swim Team at any reasonable time, for a specifically stated purpose reasonably related to his interests as a Member Swim Team, and shall be exhibited at any time when required by the demand of any members' meeting. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents or every kind and the physical properties of the corporation, and also of its subsidiary organizations, if any.

Section 13.3. Certification and Inspection of Bylaws. The original or a copy of these Bylaws, as amended, certified by the Secretary, shall be open to inspection by the Members and Directors of the corporation at all reasonable times during office hours.

ARTICLE 14

FISCAL YEAR

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

ARTICLE 15

RULES

The Irvine Swim League shall be governed by the league rules which are attached to these Bylaws (Attachment 1). The rules may be amended by approval of a majority vote of the Board of Directors. The rules may not be amended in violation of the following basic principles and guidelines:

- (a) A recreational swim league within the City of Irvine where every eligible swimmer participates.
- (b) For children 5 - 18 years old at the start of the season, with each child to swim not more than two individual events and two relays or three individual events and one relay.
- (c) Meets are generally held on Saturday.

ARTICLE 16

DISSOLUTION

On dissolution of this corporation, the Board of Directors shall cause the corporation's assets to be distributed to another corporation with purposes similar to that identified in the Article of Incorporation, and Article 2 of these Bylaws.

ISL Bylaws Amended:
September 27, 2012
March 19, 2012
September 14, 2008