

CORPORATE BYLAWS OF
CHATTANOOGA AREA SWIM LEAGUE, INC.
(A Tennessee Nonprofit Corporation)

1 NAME AND PURPOSES

1.1 Name. The name of the corporation is

CHATTANOOGA AREA SWIM LEAGUE, INC.

1.2 Assumed Name. The corporation may use the assumed name of “Chattanooga Area Swim League” or “CASL” as the abbreviated name.

1.3 Purposes. The purposes of this corporation shall be as provided in its Charter. The aims of this corporation are to be carried out through any and all lawful activities, including other not specifically stated in the Charter but incidental to the stated aims and purposes, provided that any such activity or contribution shall conform to any applicable restrictions or limitations set forth in the corporation’s Charter or which are imposed on corporations described in Section 501(c) (3) of the Internal Revenue Code or on any corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code as presented enacted, or as such Code sections may hereafter be amended or supplemented, or replaced by new sections of similar import, and to the final regulations thereunder.

2 MEMBERS

2.1 Admission and Membership. Membership in the corporation is open to all swimming/diving teams (“Club”) operating within a 60 nautical mile radius of the Hamilton County, Tennessee courthouse, interested in participating in aquatics sports and is granted upon acceptance of application and payment of any assigned fees, dues and registrations of all team members. Specific member application, dues and registration shall be addressed in the operating bylaws (see Governance), and rules and regulations of the Chattanooga Area Swim League (the “League”) not in contravention to the general rules as outlined in the corporation’s Charter.

2.2 Suspension and Expulsion. With respect to club membership, any action towards the suspension or expulsion of any club shall be carried out in accordance with the operating bylaws, and rules and regulations of the Chattanooga Area Swim League, Inc.

2.3 Special Membership Meetings. Special membership meetings, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president. A special membership meeting may also be called by any eight (8) club member pool representatives for any lawful purpose. The means for calling a special membership meeting shall be by written request of either the president or any eight (8) club member pool representatives who sign such a written request and deliver the request to the secretary of the corporation describing the purpose or purposes for which the meeting is to be called. The purpose for which the special meeting is being called shall be stated in the printed notice as prescribed under this article.

2.4 Place of Special Membership. The president may designate any convenient place within Hamilton County, Tennessee as the place for any special membership meeting.

2.5 Notice of Special Membership Meetings. Written notice to the club member pool representatives must state the place, day and hour of the meeting and the purpose or purposes for which the meeting is called and shall be delivered by any usual means of communication, not less than 10 days or more than 30 days before the meeting.

2.6 Quorum at Special Membership Meetings. Club member pool representatives representing 75% or more of all pool representatives in good standing within the league must be represented in person at any special membership meeting to constitute a quorum. There will be no voting by proxy.

3 OFFICES

3.1 Principal Office. The principal office of the corporation in the State of Tennessee shall be located in the City of Chattanooga, County of Hamilton. The corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may designate or as the activities of the corporation shall require from time to time.

3.2 Registered Office. The registered office of the corporation shall be in the State of Tennessee but need not be the same as the principal office. The Board may change the location of the registered office.

4 GOVERNANCE

4.1 Division of Governing Bylaws. Governance of the Chattanooga Area Swim League is bifurcated into two areas of governance represented by two distinct sets of bylaws covering the rules and regulations of league operation as codified in the “operating bylaws” and “corporate bylaws” encompassing the legal and financial operation of the league as contained herein. Matters of daily operation of the swim league shall be governed under the operating bylaws as promulgated and amended by the Board of Pool Representatives representing a separate and distinct collection of rules and regulations not contained herein. All aspects of general financial operation and issues of legal organization as a Tennessee nonprofit corporation are provided hereunder.

4.2 Contemporaneous and Concurrent Officer/Directors of the Corporate Board. The elected officers of the operating Board of Pool Representatives shall also contemporaneously and concurrently serve as the corporate officer/directors of the corporation. These “officers” also comprise the entire “director” board of the corporation serving the same concurrent terms as that of the corporate officers and shall be known as the Corporate Officer/Director Board (the “Board”). The officer/directors of the Corporate Officer/Director Board shall serve for the same term as the operating officers of the Board of Pool Representatives.

4.3 Resignation and Removal. The resignation of an operating officer of the Board of Pool Representatives shall serve as resignation from the Corporate Officer/Director Board. Any operating board action calling for the removal of any operating officer of the Board of Pool Representatives shall also serve as the removal of a corporate officer/director from the corporate board. If the operating Board of Pool Representatives is subsequently dissolved, any Board action

accepting the resignation or for the removal of an officer/director shall refer to the provisions of the corporate bylaws as it pertains to special membership meetings to effectuate such a change.

5 CORPORATE OFFICER/DIRECTORS BOARD

5.1 General Powers and Responsibilities. The general financial and legal affairs of the corporation shall be managed under the authority and direction of its Board. The Board shall be responsible for:

- (1) The overall administrative and financial management of the corporation.
- (2) To approve loan(s) and the purchase, sale or disposition of any physical assets owned by the corporation.
- (3) To designate any and all committees for the furtherance of the corporation's business and appoint the chairman and members of such committees as deemed necessary.

5.2 Number and Qualifications. The Board shall consist of five (5) elected members being the President, President-elect, Secretary, Registrar, and Treasurer as elected by the operating Board of Pool Representatives. In the absence of an operating Board of Pool Representatives, these bylaws shall then become operational and require adherence to the provisions under membership regarding special membership meetings which shall be called for the purpose of electing officer/directors of this Board. Should officers/directors be elected according to this procedure, they shall serve for a term of one year for which a husband and wife may not serve concurrently nor shall the Board be comprised of officer/directors representing less than three, and ideally five, separate club members comprising the league. Upon a duly called special membership meeting for the election of officer/directors, the number of officer/directors comprising the Board may be expanded to include one representative of each club member comprising the league.

5.3 Annual Meetings. The Corporate Officer/Directors Board is required to hold at least one annual meeting of the Board on or before the third Thursday in September of each year or at a time which is within six months following the close of any fiscal year if the notice of the meeting designates it as an annual meeting.

5.4 Executive Meetings of the Board. Executive meetings of the Board may be called at any time by the President, the Secretary, or any two officer/directors. Open or closed executive Board meetings may be held any place within Hamilton County, Tennessee as the Board may choose.

5.5 Place of Meetings. Meetings of the Board may be held at the principal office of the corporation, or at any place either within or without the State of Tennessee as the Board officer/directors may from time to time select or at such other place designated in the notice of the meeting.

5.6 Notice Requirements. Written or printed notice stating the place and the day and hour of the meeting shall be given to each director, by any usual means of communication, not less than 10 days nor more than 30 days before the meeting. Neither the business to be transacted at, nor

the purpose of, any regular or executive meeting need to be specified in the notice or any waiver of notice. The notice shall state that the meeting is either “open” or “closed”.

5.7 Waiver of Notice. Attendance of an officer/director at a meeting shall constitute a waiver of notice of the meeting, except where an officer/director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully held or convened. Whenever the Board or any committee of the Board is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit(s) a signed waiver of notice of such requirement.

5.8 Quorum. At all meetings of the Board a majority of the number of directors then in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the Board shall be required for the transaction of business. Except with respect to indemnification proceedings, common or interested officer/directors may always be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes, approves or ratifies a transaction of the corporation.

5.9 Voting. The affirmative vote of a majority of the officer/directors present at a meeting at which a quorum is present shall be the act of the Board. The affirmative vote of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of a committee.

5.10 Presumption of Assent. An officer/director who is present at a meeting of the Board, or any committee thereof, shall be presumed to have concurred with any action taken at the meeting, unless his dissent to such action shall be entered in the minutes of the meeting or unless he shall submit his written dissent to the person acting as the secretary of the meeting before the adjournment of the meeting or shall deliver or send such dissent by registered or certified mail to the secretary of the corporation promptly after the adjournment of the meeting. Such right to dissent shall not apply to an officer/director who voted in favor of such action. An officer/director who is absent from a meeting of the Board, or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless he shall deliver or send by registered or certified mail his dissent to such action to the secretary of the corporation or shall cause such dissent to be filed with the minutes of the proceedings of the Board or committee within a reasonable time after learning of such action.

5.11 Action by Consent. The Corporate Officer/Directors Board or any committee designated by the Board may take any action which the Board or committee is required or permitted to take without a meeting or written consent, setting forth the action to be taken, signed by all the officer/directors or committee members, as the case may be and indicating each signing officer/director or committee member’s vote or abstention on the action. The affirmative vote of the number of officer/directors that would be necessary to authorize or take such action at a meeting is the act of the Board.

5.12 Telephone Meeting Allowed. Participation by members of the Board or any committee designated by the Board in any telephone meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other shall be permitted. Participation in such a meeting pursuant to this paragraph shall constitute presence in person at such meeting. The officer/directors shall be promptly furnished a copy of the minutes of any meeting held under this paragraph.

5.13 Number. There shall be no fewer than five (5) officer/directors, the exact number to be determined from time to time by the Corporate Officer/Directors Board. All officer/directors shall have equal and full voting responsibilities as members of the Corporate Officer/Directors Board.

6 COMMITTEES

6.1 Formation of Committees. The Board, by resolution adopted by a majority of the entire Board, may designate an executive committee, consisting of one or more directors, and other committees consisting of one or more persons, who may or may not be directors, and may delegate to such committee or committees all such authority of the Board that it deems desirable. No delegation of the Board shall be effective to give a committee the authority to adopt, amend or repeal these corporate bylaws. The committee shall report any action taken to the meeting of the Board next following the taking of such action, unless the Board otherwise requires. The Board may designate one or more officer/directors as alternate members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of each such committee, shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any officer/director of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the Board shall govern meetings of the executive and other committees.

7 OFFICER/DIRECTORS

7.1 Titles of Officers/Directors. The corporation shall have a President, President-elect, Secretary, Registrar, and Treasurer as are elected by the operating Board of Pool Representatives. The election of officer/directors is normally governed by the operating bylaws and in the absence of which will be elected by a special membership meeting. If such election is by special membership meeting, the offices of president and secretary may not be held by the same person.

7.2 Term of Office. The officer/directors of the corporation shall serve the same concurrent terms as the officers of the operating board. Each officer/director shall continue to hold office until the expiration of their term for which he is elected and thereafter until his successor has been elected and qualified.

7.3 Compensation. No member of the Board or any committee, including any executive committee appointed by the Board may receive compensation as an officer/director of the corporation. This provision does not preclude officers of the operating board from receiving compensation under the operating bylaws of the corporation. However, officer/directors may authorize and/or receive reimbursement for reasonable expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officer/directors of the corporation.

7.4 Chairman of the Board, Secretary. The offices of president and secretary shall automatically serve as chairman and secretary of the Corporate Officer/Directors Board. The president shall also serve as chief executive officer of the corporation.

7.5 Duties. All officer/directors as between themselves and the corporation shall have such authority and perform such duties in the management of the corporation, in addition to those described in these bylaws, as usually appertain to such offices of the corporation (nonprofit), except as may be otherwise prescribed by the Board.

7.6 The President. The president shall be the chief executive officer of the corporation and shall preside at all meetings of the Board as the chairman of the Corporate Officer/Directors Board.

7.7 The President-Elect. The president-elect shall be the assistant to the president. The president-elect shall preside at all meetings of the Board in the absence of the president.

7.8 The Secretary. The secretary shall keep minutes of the meeting of the Corporate Officer/Directors Board in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws and, in general, perform all duties particular to the office of corporate secretary and, as such, those duties as from time to time may be assigned to the secretary by the president or by the Board.

7.9 The Treasurer. The treasurer shall be responsible for the management of all funds of the corporation as directed in these bylaws and by the Board. The treasurer shall be responsible for preparing tax reports or returns as required by federal or state government authorities. The treasurer may seek competent outside counsel for assistance in the preparation of all reports or returns to be prepared and filed which relate to the fiscal year as the Board may appropriate in the annual budget or at a duly convened meeting.

7.10 Registrar. The registrar shall act as corporate liaison between the Corporate Officer/Directors Board and the operating board comprised of the various pool representatives for each club member in the league.

8 LIMITED LIABILITY OF THE OFFICERS/DIRECTORS

8.1 Limited Personal Liability. The personal liability of each officer/director of the corporation for monetary damages for breach of fiduciary duty as an officer/director shall be eliminated to the full extent permitted by Section 48-52-102(b)(3) of the Tennessee Code Annotated.

8.2 Indemnification. The corporation shall indemnify an individual who is a party to a proceeding because such individual is or was a member of the Corporate Officer/Directors Board of the corporation, or an employee or agent of the corporation against any liability incurred in the proceeding and, prior to the disposition thereof, advance the reasonable expenses incurred by such individual to the extent permitted under Sections 48-58-502, and 48-58-507 of the Tennessee Code Annotated. The determination of entitlement to indemnification and advancement of expenses shall be made in accordance with Section 48-58-506 of the Tennessee Code Annotated. Every reference herein to a member of the Board, employee or agent of the corporation shall include every officer/director, employee and agent thereof and former officer/director, employee and agent thereof. The right of indemnification herein provided shall be in addition to any and all rights to which any officer/director, employee or agent of the corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

9 CONTRACTS, LOANS, BANK ACCOUNTS, INVESTMENT CONTRACTS, CHECKS AND DEPOSITS

9.1 Contracts. The Corporate Officer/Directors Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority shall be confined to specific instances.

9.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

9.3 Investment Contracts and Bank Accounts. In the absence of other arrangements by the Board, the president of the corporation may vote, endorse for transfer or take any other action necessary with respect to shares of stock and securities issued by any corporation and owned by this corporation; and he may make, execute and deliver any proxy, waiver or consent with respect thereto. This authority may be delegated by the president to another officer of the corporation in his discretion. The Corporate Officer/Directors Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

9.4 Checks and Deposits. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the treasurer of the corporation or the president-elect of the corporation and in such manner as shall from time to time be determined by resolution of the Corporate Officer/Directors Board. All funds of the corporation not otherwise employed shall be deposited to the credit to the corporation in such banks or other depositories as the Board may select, or as may be designated by any officer or officers or agent or agents of the corporation whom such power may be delegated by the Board. Normally, the president-elect shall have the authority to sign on such checks, drafts or other indebtedness when the treasurer is absent. Any purchases for the corporation must have budgeted allocations in the annual budget for this purpose or prior approval of the Board or the approval of the president or president-elect and treasurer of the Board. Funds of the corporation not otherwise employed shall be deposited only in an institution whose deposits are insured by an agency of the federal government and shall be so deposited within a reasonable time after their receipt.

9.5 Acceptance of Gifts. The Corporate Officer/Directors Board or any officer of the corporation or agent of the corporation to whom such authority may be delegated by the Board, may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

9.6 Bond. At the direction of the officer/directors, any officer or employee of the corporation may be bonded. The expense of furnishing any such bond shall be paid by the corporation.

10 MISCELLANEOUS

10.1 Seal. The corporation may have a corporate seal which may be altered at the pleasure of the Corporate Officer/Directors Board. However, the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

11 AMENDMENT.

These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of a majority of the entire Corporate Officer/Directors Board. The resulting bylaws may contain any provision for the regulation and management of the corporate business of the corporation not inconsistent with the law and its charter. Any amendment of the charter inconsistent with these corporate bylaws shall operate to amend the bylaws pro tanto, and those bylaws or parts of bylaws which merely summarize or restate the provisions of the charter or the provisions of the Tennessee Nonprofit Corporation Act or other law applicable to the corporation shall be operative with respect to the corporation only so far as they are descriptive of existing law and of the charter, as amended.