

FIRST COLONY SWIM TEAM, INC.

AMENDED AND RESTATED BYLAWS

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FIRST COLONY SWIM TEAM, INC.
AMENDED AND RESTATED BYLAWS

ARTICLE 1.

Offices

Section 1.1 Principal Office

The principal office for the transaction of the activities and affairs of the Corporation is located at 4501 Cartwright Road, #406, Missouri City, TX 77459. The Board of Directors may change the location of the principal office at any time. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section or this section may be amended to state the new location.

Section 1.2 Other Offices

The Board of Directors may at any time establish branch or subordinate offices at any place or places within Texas or where the Corporation is qualified to conduct its activities.

ARTICLE 2.

Purpose and Objectives

Section 2.1 Nonprofit

The Corporation is a nonprofit corporation organized pursuant to the Texas Business Organizations Code ("BOC").

Section 2.2 Purpose

The Corporation will have the purposes stated in its Certificate of Formation, as it now exists or is hereafter amended.

Section 2.3 Tax-Exempt Status

The Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). 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) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or
- (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 3.

Members

Section 3.1 Membership Class

There shall be one class of membership in the Corporation consisting of (i) each minor child and (ii) each adult, who participates in amateur competitive swimming activities conducted by the Corporation and satisfies all qualifications of membership set forth in section 3.2 below (each such person, a "Member"). For purposes of these Bylaws, "minor" means under the age of 21 and "adult" means age 21 or older. An individual shall become a Member upon the Corporation's acceptance of the individual's membership application and satisfactions of the qualifications of membership.

Section 3.2 Qualifications of Membership

3.2.1 Fees and Dues. Each Member shall pay an annual registration fee and monthly and/or annual dues in such amounts as are determined by, and within the time and on the conditions set by, the Board of Directors. A Member who fails to comply with this requirement following a grace period set forth in the Corporation's policies or procedures, or such longer period of time as the Board of Directors may authorize, shall no longer be a Member in good standing and shall not be able to exercise any of the rights of a Member.

3.2.2 Adult Representative of Minor Member. Each Member who is a minor child must have a designated adult representative to exercise the minor Member's voting and other rights under these Bylaws and to be responsible for timely payment of the Member's fees and dues ("Adult Representative"). The parent(s) and/or legal guardian(s) of the minor Member shall select one among them to serve as the Adult Representative; provided, however, that the Board of Director shall, in its sole and absolute discretion, select an individual to serve as a minor Member's Adult Representative if the Board of Directors determines, in its sole and absolute discretion, that (i) there is a dispute among the Member's parent(s) and/or legal guardian(s) as to who shall serve as the Adult Representative, (ii) an individual resigns, is removed from, fails to perform the duties of, or is otherwise incapable of serving in, the Adult Representative position, or (iii) in any other circumstance in which there is doubt as to the identity or qualifications of an individual to serve as the Adult Representative of a minor Member.

3.2.3 Compliance with Corporation's Rules. Each Member, whether minor or adult, and each Adult Representative shall comply with the Corporation's Certificate of Formation, these Bylaws, and the Corporation's policies, procedures, and rules, including but not limited to, the Corporation's rules of conduct, all as they now exist, are hereafter amended, or are hereafter adopted (collectively, the "Corporation's Rules").

Section 3.3 Rights of Members

The sole rights of the Members with respect to the governance of the Corporation are to (i) vote on changes to the Certificate of Formation that are recommended by the Board of Directors, (ii)

fill vacancies on the Board of Directors if the Board itself fails to do so following the Board's receipt of written notice of the vacancies and a reasonable period of time has passed without the Board filling the vacancies prior to a meeting of the Members called for the purpose of filling vacancies, (iii) vote on a recommendation from the Board of Directors to voluntarily dissolve the Corporation, and (iv) inspect the records of the Corporation to the extent permitted by, and at the time and place and in the manner provided under, sections 22.158 and 22.351 of the BOC and any other applicable provisions thereof.

Section 3.4 Termination of Membership or Status as an Adult Representative

3.4.1 Termination of Membership. The membership of a Member and any rights arising from such membership shall terminate upon occurrence of any of the following events:

- (a) the member no longer participates in amateur competitive swimming activities conducted by the Corporation;
- (b) death, resignation, or incapacity of the Member;
- (c) failure of the Member (or in the case of a minor Member, the Member's Adult Representative) to timely pay any required fees or dues as described in subsection 3.2.1 above; or
- (c) determination by the Board of Directors (or a committee or other designee of the Board), in its sole and absolute discretion, that (i) the Member has failed to comply with any of the Corporation's Rules, or (ii) it is otherwise in the best interests of the Corporation to terminate the Member's membership. The Board of Directors shall determine, in its sole and absolute discretion, whether any failure of a Member's Adult Representative to comply with any of the Corporation's Rules be attributed to the Member, resulting in termination of the Member's membership.

3.4.2 Termination of Status as an Adult Representative. The status of an individual as an Adult Representative shall terminate upon occurrence of any of the following events:

- (a) death, resignation, or incapacity of the individual, in which case the individual's status as an Adult Representative shall terminate with respect to every Member for which the individual was serving as Adult Representative; or
- (b) determination by the Board of Directors (or a committee or other designee of the Board), in its sole and absolute discretion, that (i) the individual has failed to fulfill the duties of Adult Representative, (ii) the individual has failed to comply with any of the Corporation's Rules, or (iii) it is otherwise in the best interests of the Corporation to terminate the individual's status as an Adult Representative. In each case, if an individual whose Adult Representative status is terminated was the Adult Representative for more than one Member, the individual's status shall be terminated with respect to

every Member for which the individual was serving as Adult Representative, unless the Board of Directors determines otherwise.

Section 3.5 No Transfer of Membership

No Member may transfer, whether for value or not, the Member's membership in the Corporation or any right arising from such membership.

Section 3.6 Meetings of Members

- 3.6.1 Place of Meeting.** Meetings of the Membership shall be held at any place within the State of Texas as designated by the Board of Directors. In the absence of any such designation, Members' meetings shall be held at the principal office of the Corporation.
- 3.6.2 Annual Meeting.** The annual meeting of the Members shall be held on such date and time as may be fixed from time to time by the Board of Directors. Any business that may properly be brought before the membership may be transacted at an annual meeting. To be properly brought before the membership, the business at the annual meeting must be (i) specified in the notice of meeting (or any supplement thereto) by or at the direction of the Board of Directors, or (ii) raised as an item of new business at the meeting by or at the direction of the Board of Directors so long as the topic of the new business is not subject to a requirement of prior notice described in subsection 3.6.4 below.
- 3.6.3 Special Meetings.** A special meeting of the Members may be called at any time by the Board of Directors or the President. Additionally, a special meeting of the Members may be called by the Secretary (or other authorized representative of the Corporation fulfilling the Secretary's duties) if ten percent (10%) or more of the Members in good standing submit a written request to the Corporation to call a special meeting of the Members for the purpose of filling vacancies on the Board of Directors because the Board itself failed to do so following the Board's receipt of written notice of the vacancies and the passage of a reasonable period of time without the Board filling the vacancies. The Adult Representative of a Member submits such written request to the Corporation on behalf of the Member. Only business properly brought before the membership and specified in a notice of a special meeting of the Members may be transacted at the special meeting.
- 3.6.4 Content of Notice of Members' Meetings.** The party calling a meeting, whether annual or special, of the Members shall arrange to provide the Members with written notice of the place, date, and time of the meeting. If the meeting is a special meeting of the Members, the notice must also state the purpose or purposes for which the meeting is called. If the meeting, whether annual or special, requests the Members' approval of any of the following proposals, the notice shall also state the general nature of the proposal: (i) changes to the Certificate of Formation that are recommended by the Board of Directors, (ii) filling vacancies on the Board of Directors if the Board itself has failed to do so following the Board's receipt of written notice of the vacancies and a reasonable period of time has passed without the Board filling the vacancies, or (iii) recommendation of the Board of Directors

to voluntarily dissolve the Corporation. If the meeting is held solely or in part by using a conference telephone or other communications system, the notice shall also state the form of communications system to be used for the meeting and the means of accessing the communications system.

3.6.5 Manner of Giving Notice. Each notice of a meeting, whether annual or special, of the Members shall be delivered to (i) each adult Member, and (ii) each Adult Representative of a minor Member, who are entitled to vote at the meeting. The notice shall be delivered not later than the 10th day and not earlier than the 60th day before the date of the meeting. Notice of any meeting of the Members shall be given either personally, by mail, by facsimile transmission, by electronic mail, or by any combination of those methods, addressed to each Member or in the case of a minor Member, to the Member's Adult Representative, either at the address of that individual appearing on the books of the Corporation or the address given by such individual to the Corporation for the purpose of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either: (i) notice is sent to such individual by mail or any other method permitted by the BOC to the Corporation's principal office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail with the postage thereon prepaid, successful transmission of a facsimile or electronic mail, or otherwise as provided in the BOC. An affidavit of the mailing or other means of giving any notice of any Members' meeting may be executed by the Secretary or other authorized party giving the notice and, if so executed, shall be filed and maintained in the records of the Corporation.

3.6.6 Order of Business and Meeting Procedures. Notwithstanding anything in the Bylaws to the contrary, no business shall be conducted at any meeting of the Member except in accordance with the procedures set forth in this subsection. At every meeting, business shall be transacted in such order as from time to time the presider of the meeting may determine. The President shall preside over a Members' meeting. In the absence of the President, the Vice President shall preside. In the absence of the President and Vice President, the Secretary shall preside. In the absence of all three such officers, the Treasurer shall preside. In the absence of all officers, a presider shall be chosen by the Board (even if a quorum of the Board is not present) from among the Directors present, or if there are no Directors present, one of the adult Members and Adult Representatives in attendance shall be chosen as the presider by plurality vote of the adult Members and Adult Representatives in attendance. The procedures applicable to the conduct of Member meetings shall be determined and governed by the presider of the meeting to the extent not inconsistent with the BOC or the Bylaws. The presider of the meeting shall, if the facts warrant, determine and declare at the meeting that one or more items of business was not properly brought before the meeting and any such business shall not be transacted at the meeting. The Secretary shall act as secretary of all meetings of the Members, but in the absence of the Secretary the presider may appoint any person to act as secretary of a meeting.

3.6.7 Quorum. Except as otherwise required by law, the Certificate of Formation, or the Bylaws, the voting adult Members and Adult Representatives present in person shall constitute a quorum at a meeting of the Members.

3.6.8 Voting. Each adult Member in good standing shall have one vote. Each minor Member in good standing shall have one vote exercisable only by such Member's Adult Representative. Proxy voting is not permitted unless required by law. Voting may be by voice or ballot, as determined by the presider of the meeting. Ballot voting may be conducted by hand balloting, by mail, by facsimile transmission, by electronic message, or by any combination of those methods. The vote required for the approval of an action by the Members shall be a majority of the votes entitled to be cast by the adult Members and Adult Representatives present at a meeting, unless the vote of a greater number is required by law, such as may be the case for a proposal to amend the Certificate of Formation or to voluntarily dissolve the Corporation.

Section 3.7 Action without a Meeting of the Members

Any action that may be taken at any annual or special meeting of Members may be taken by ballot without a meeting and without prior written notice in accordance with this section. The Corporation shall distribute one written ballot to each adult Member and Adult Representative entitled to vote. Such ballots shall be mailed or delivered in the manner required by subsection 3.6.5 for giving notice of special meetings. All solicitations of votes by ballot shall (i) indicate the number of responses needed to meet the quorum requirement but in no event to be less than 30%; (ii) state the percentage of approvals necessary to pass the measure(s); and (iii) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall set forth the proposed action and provide the voting adult Members and Adult Representatives an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the percentage of approvals necessary to pass the measure that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot. No written ballot may be revoked after delivery to the Corporation in any manner or deposit in the mail, whichever occurs first. All such written ballots shall be filed with the Secretary and maintained in the corporate records.

Section 3.8 Record Date

For the purposes of determining which Members (or their Adult Representatives) are entitled to vote or to take any other action, the Board of Directors may fix in advance a record date, which shall not be more than 60 nor fewer than 10 days before the date such action is to occur. For the purpose of determining which Members (or their Adult Representatives) are entitled to receive notice of any meeting, the record date shall not be more than 60 nor fewer than 10 days before the date of the meeting. Only Members of record (and their Adult Representatives) on the date so fixed are entitled to notice, to vote, or to take other action, as the case may be, except as otherwise required by law. If the Board of Directors does not fix a record date, the record date shall be determined under the BOC.

ARTICLE 4.

Board of Directors

Section 4.1 Duties

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitation set forth in the BOC, the Certificate of Formation, as it now exists or is hereafter amended, and these Bylaws.

Section 4.2 Number of Directors

The Board of Directors of the Corporation shall consist of no fewer than five (5) and no greater than nine (9) Directors.

Section 4.3 Qualifications of Directors

To be eligible to serve as a Director, an individual must be an adult who (i) is not a member of the Corporation's coaching staff (whether paid or unpaid), (ii) is not an interested person, and (iii) is not related to another Director who would concurrently serve with the individual. For purposes of these Bylaws, an "interested person" is any individual who is currently being compensated, or within the previous 12 months has been compensated, by the Corporation for services rendered to it, whether as a full-time or part-time employee, independent contractor, or otherwise. For purposes of these Bylaws, an individual is "related to another Director" if the individual is a brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of a current Director.

Section 4.4 Classes, Election, and Term of Office of Directors

Directors are divided into three (3) classes, as nearly equal in number as the total number of Directors constituting the entire Board permits. The term of office of each class is three (3) years, with that of one class expiring each successive year. At each annual meeting of the Board of Directors, the successors to the class of Directors whose terms shall then expire, shall be elected to hold office until the expiration of a third succeeding year or until their respective successors have been elected, qualified, and commenced serving their terms. A Director may vote to re-elect him/herself. There are no limits on the number of consecutive terms for which a person may be elected or re-elected to serve as a Director. The effective date for the term of a newly elected Director shall commence on August 1 following the date of the annual meeting at which the Director was elected, or on such other date as the Board shall specify provided that it is not later than the 90th day following the date of the annual meeting at which the Director was elected.

Section 4.5 Nominations

Within a reasonable period of time before the date of any election of Directors, the President shall appoint a nominating committee comprised of the Head Coach and any number or combination of adult Members, Adult Representatives, Directors, former Directors, or coaches of the Corporation to select qualified candidates for election to the Board of Directors. Notwithstanding the foregoing, the nominating committee shall not include any Director eligible for re-election unless such Director irrevocably withdraws himself or herself from consideration as a candidate. The

nominating committee shall present its recommended slate of candidates to the Board of Directors within a reasonable period of time before the election. At the meeting at which the election shall occur, any Director may nominate one or more additional individuals as candidates for a directorship, provided that the Director has secured the prior consent of such additional individual(s). No corporate funds shall be expended to support a nominee for a directorship.

Section 4.6 Vote Required to Elect a Director

The candidate for a directorship who receives the highest number of votes shall be elected by plurality as Director.

Section 4.7 Resignation

A Director may resign, which resignation shall be effective on giving writing notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. Notwithstanding the foregoing, a Director may not resign if the Corporation would then be left without any duly elected Director in charge of its affairs.

Section 4.8 Removal

The Board of Directors shall remove a Director from office if the Director has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the BOC. The Board of Directors may, by a majority vote of the Directors at a meeting of the Board of Directors at which a quorum is present, remove from a Director from office, with or without cause, whenever the Board of Directors determines, in its sole and absolute discretion, that removal is in the best interests of the Corporation.

Section 4.9 Vacancies

4.9.1 Events Causing Vacancy. A vacancy on the Board of Directors shall exist upon the occurrence of one of the following events:

- (a) the expiration of a Director's term of office without re-election of the Director to serve an additional term;
- (b) the death, resignation, incapacity, or removal of a Director; or
- (c) an increase in the authorized number of Directors.

4.9.2 No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires. However, a Director may voluntarily choose to be assigned to a different class of Directors with a term that expires sooner than the Director's existing class, in order to better equalize the number of Directors serving in each class.

4.9.3 Filling Vacancies. Vacancies on the Board of Directors shall be filled by the remaining members of the Board. If the Board fails to fill a vacancy within a reasonable period of time after receiving notice of the vacancy, the Members may

instead fill the vacancy if not so done by the Board prior to a meeting of the Members called for the purpose of filling vacancies.

Section 4.10 Board Meetings

- 4.10.1 Annual Meeting.** The annual meeting of the Board of Directors will be held at a time and place selected by the Board.
- 4.10.2 Regular Meetings.** One or more regular meetings of the Board of Directors will be held at a time and place selected by the Board.
- 4.10.3 Special Meetings.** Special meetings of the Board of Directors shall be held at the call of the President or of two (2) or more Directors, at a time and place selected by the party(ies) calling the special meeting.
- 4.10.4 Electronic Board Meetings.** Any Board of Directors meeting, whether regular or special, may be held by telephone conference or similar communication equipment, so long as all Directors participating in the meeting can hear one another. Persons participating in an electronic meeting shall be counted present for all purposes including for purposes of a quorum.
- 4.10.5 Action By Directors Without a Meeting.** Any action that may be taken at a meeting of the Board of Directors, or committee thereof, may be taken without a meeting if a consent in writing setting forth the actions so to be taken is signed by the number of Directors or committee members necessary to take that action at a meeting at which all of the Directors or committee members are present and voting. Such consent shall have the same effect as a vote of the Board of Directors or a committee thereof at a duly called and convened meeting thereof. Action taken under this section is effective when the last Director or committee member signs the consent, unless the consent specifies an effective date.
- 4.10.6 Notice of Annual Board Meeting.** Notices of any annual meeting of the Board of Directors shall be provided to all Directors at least seven (7) days prior to such meeting.
- 4.10.7 Notice of Regular or Special Board Meeting.** Notices of any regular meetings or special meetings of the Board of Directors shall be provided to all Directors at least three (3) days prior to such meeting.
- 4.10.8 Notice Content.** Notice of any Board of Directors meeting, whether annual, regular, or special, shall state the date, time, and place for the meeting but need not specify the purpose of the meeting.
- 4.10.9 Notice Delivery.** Notice of Board of Directors meetings may be delivered (i) by personal delivery of written notice; (ii) by mail, postage paid; (iii) by telephone communication, either directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate such notice promptly to the Director; (iv) by facsimile; (v) by electronic message; or (vi) by any combination of those methods. All such notices shall be given or sent to the Director's address (residential, business, or email) or telephone number as shown

on the records of the Corporation. The date of delivery of the notice shall be the date given if by personal delivery or via telephone, the date sent if via facsimile or electronic mail, or the third day following deposit of the notice with the U.S. mail service with adequate postage.

4.10.10 Order of Business and Meeting Procedures. At all meetings of the Board of Directors, business shall be transacted in such order as from time to time the presider of the meeting may determine. The President shall preside over a Board meeting. In the absence of the President, the Vice President shall preside. In the absence of the President and Vice President, the Secretary shall preside. In the absence of all three such officers, the Treasurer shall preside. In the absence of all officers, a presider shall be chosen by the Board from among the Directors present. The procedures applicable to the conduct of Board meetings shall be determined and governed by the presider of the meeting to the extent not inconsistent with the BOC or the Bylaws. The Secretary shall act as secretary of all Board meetings, but in the absence of the Secretary the presider may appoint any person to act as secretary of the meeting.

4.10.11 Quorum. A majority of the Directors then serving shall constitute a quorum of the Board of Directors.

4.10.12 Voting. Every Director in good standing shall have the right and be entitled to one vote upon every proposal properly submitted to vote by the Board of Directors. Proxy voting is not permitted unless required by law. Except as otherwise provided by the Certificate of Formation, the Bylaws, or applicable law, all actions shall be decided by a majority vote of those Directors at a duly called meeting at which a quorum is present. The Directors at a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 4.11 Compensation

Directors, and members of committees thereof, shall receive no compensation for their services but may receive such reimbursement of expenses for their services as the Board of Directors determines to be just and reasonable.

Section 4.12 Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations, if any. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE 5.

Officers

Section 5.1 Officer Positions

The officers of the Corporation shall consist of a President, Vice President, Treasurer, Secretary, and such other officers as the Board of Directors may from time to time determine. A person may hold more than one office, except that (i) a person may not simultaneously serve as President and Vice President, and (ii) a person serving as the Secretary and/or Treasurer may not simultaneously serve as the President.

Section 5.2 Duties

- 5.2.1 President.** The President shall have all general powers and duties which are generally vested in the office of the president.
- 5.2.2 Vice President.** The Vice President shall be the second officer in the chain of command, and shall perform the duties and exercise the power of the President in his/her absence.
- 5.2.3 Secretary.** The Secretary is the third officer in the chain of command. In the absence of the President and Vice President, he/she shall perform the duties and exercise the power of the President. The Secretary shall (i) keep, or cause to be kept at the Corporation's principal office a record of the Corporation's Members and Adult Representatives containing their names and addresses, (ii) give, or cause to be given, any required notice of meetings of the Board of Directors, committees of the Board, and Members, (iii) keep or cause to be kept at the Corporation's principal office, minutes of all meetings and actions of the Board of Directors, committees of the Board, and Members, and (iv) arrange for secure storage of the records of the Corporation. The Secretary shall have all other general powers and duties which are generally vested in the office of the secretary.
- 5.2.4 Treasurer.** The Treasurer is the fourth officer in the chain of command. In the absence of the President, Vice President and the Secretary, he/she shall perform the duties and exercise the power of the President. The Treasurer shall (i) keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements, which books of account shall be open to inspection by any Director at all reasonable times, (ii) deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors, (iii) disburse the funds of the Corporation as may be ordered by the Board, and (iv) render to the President and Board, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall have all other general powers and duties which are generally vested in the office of the treasurer. The Treasurer shall not be required to give a surety bond.

5.2.5 Other Officers. Other officers, if any, shall have the title, hold office for the period, and have the authority and perform the duties specified from time to time by the Board of Directors.

Section 5.3 Election and Term of Office

Officers shall be elected annually by the Board of Directors for a period of one year or until their successors have been duly elected; provided, however, that the period of time that passes between elections for a given officer position may not last longer than three (3) years, thereby limiting a single term of office to a period of three (3) years. There are no limits on the number of consecutive terms, each of three (3) years or less, for which a person may be elected to serve in the same officer position or different officer positions.

Section 5.4 Resignation of Officers

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5.5 Removal of Officers

Any officer may be removed, with or without cause, upon majority vote of the Board of Directors at any regular or special meetings of the Board or, except in case of an officer chosen by the Board, by an officer to whom such power of removal may be conferred by the Board.

Section 5.6 Vacancies in Office

A vacancy in any officer position due to death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.7 Compensation

Officers shall receive no compensation for their services but may receive reimbursement of expenses for service as an officer as determined by Board of Directors to be just and reasonable.

ARTICLE 6.

Committees

Section 6.1 Appointment of Committees

The Board of Directors may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority, provided however, that no Committee may: (i) take any final action on matters to be presented to the Members for approval, (ii) fill vacancies in the Board of Directors, (iii) amend or repeal Bylaws or adopt new Bylaws, (iv) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable, (v) appoint any committees of the Board or appoint members of any such committee, or (vi) approve a transaction between the Corporation and one or more Directors with a direct or indirect financial

interest unless such approval is in compliance with the Corporation's conflict of interest policies and procedures. Committee chairs and members shall be appointed and removed by the Board of Directors.

Section 6.2 Meetings and Action of Committees

Meetings and action of Committees shall be governed by and noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the context of those Bylaws as are necessary to substitute the Committee and its members for the Board of Directors and the Directors, except that regular and special meetings of a Committee may be determined either by resolution of the Board or by resolution of the Committee. Special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions of these Bylaws.

ARTICLE 7.

Financial Affairs

Section 7.1 Fiscal Year

The fiscal year of the Corporation begins on September 1 of a calendar year and ends on August 31 of the next calendar year.

Section 7.2 No Loans to Directors or Officers

The Corporation will loan no money to any Director or Officer.

Section 7.3 Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any person who is or was a Director, officer, Committee member, employee, trustee, or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, officer, Committee member, employee, trustee, or agent against any liability other than for violating provisions against self-dealing asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not this Corporation would have the power to indemnify such person against that self-dealing liability under the provisions of this section.

Section 7.4 Financial Records, Reports, and Inspection

The Board of Directors shall cause the Corporation's (i) financial reports to be kept, (ii) annual reports to be prepared, and (iii) financial information to be publicly available, as required by applicable law, including but not limited to, sections 22.352 and 22.353 of the BOC and applicable provisions of the Code.

ARTICLE 8.

Construction and Amendment

Section 8.1 Construction

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the BOC shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes both the Corporation and a natural person.

Section 8.2 Amendment

These Bylaws may be amended, revised, repealed, or rescinded by (i) a majority vote of the Board of Directors present at any meeting of the Board of Directors at which a quorum is present, or (ii) unanimous written consent of the Board of Directors.

Certificate of Secretary

I, the undersigned, certify that I am the presently elected and acting Secretary of First Colony Swim Team, Inc., a Texas non-profit corporation, and the above Bylaws, consisting of 14 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on February 26, 2025.

Date: May 20, 2025

Signature: _____

Print Name: Jason Chen