BYLAWS

OF

VICTORY AQUATICS, INC.

VICTORY AQUATICS SWIM TEAM

a nonprofit public benefit corporation

ARTICLE I

Offices

1.1 Principal Office. The principal administrative office for the transaction of the business of Victory Aquatics (the "Corporation") shall be at such place as the board of directors shall establish from time to time.

1.2 Other Offices. Branches or subordinate offices may be at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

ARTICLE II

Purposes

2.1 General Purpose. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized for charitable, scientific, literary and educational purposes.

2.2 Specific Purpose. The specific purpose of the Corporation shall be:

a. To provide training and encouragement to increase proficiency in swimming and competitive amateur aquatic sports.

b. To further the interest and education of children and adults in swimming and competitive amateur aquatic sports and physical fitness.

c. To encourage and develop good sportsmanship, individual integrity and team play.

d. To maintain membership with United States Swimming abiding by its rules and regulations for competitive swimming.

e. Club activities are limited to aquatics sports and include regular swim practice and strength training as well as sponsoring and running swimming meets.

2.3 Limitations. The Corporation is hereby organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. No part of the net earnings of the Corporation shall inure to the benefit of any private person or individual, and the Corporation shall not attempt to influence legislation, and/or participant, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE III

Membership

3.1 Voting Class of Membership. There shall be one class of voting members of the Corporation, consisting of the individuals who from time to time comprise the Board of Directors of the Corporation.

3.2 Other Classes of Membership. The Board of Directors may, by appropriate resolution from time to time establish another class or other classes of members for the Corporation. None of such other class or classes of members, nor is the constituents thereof, shall be or have the rights and privileges of voting for statutory members as defined in Section 5056 of the Nonprofit Public Benefit Corporation Law of the State of California. The privileges, rights and duties of such other class or classes of members shall be as provided by the Board of Directors, subject to the terms of these Bylaws, as amended from time to time. The Board may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the Corporation as the Board, in its discretion, may determine. The Board of Directors may thereby confer specified rights on the members except as otherwise specified in the Corporation's Articles of Incorporation or Bylaws.

3.3 Participating Members. Consistent with Section 3.2 above, there is hereby established a class of membership, known as "Participating Members." A Participating Membership is awarded to each "family unit" that has at least one family member who participates in competitive aquatic activities conducted by the Corporation, pays dues to the Corporation and otherwise meets the requirements for Participating Membership as established from time-to-time by the Board of Directors. A "family unit" is defined as all legal guardians and minors who reside in the same residence. Participating Members shall have no voting rights or any other rights to participate in the governance of the Corporation.

3.4 Admission and Termination. Election of a successor Director as provided in these Bylaws shall operate to elect such Director to the voting membership of the Corporation. Death, resignation, or removal of any Director as provided in these Bylaws shall automatically terminate voting membership of such person in the Corporation.

3.5 Property Rights. No member shall have any right or interest in any of the property or assets of the Corporation.

3.6 Nonliability. No member shall be personally liable for the debts, liabilities, or obligations of the Corporation.

3.7 Nontransferability. No member may transfer for value or otherwise a membership or any right arising therefrom; and all rights of membership shall cease upon the member's death.

ARTICLE IV

Board of Directors

4.1 Powers. Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the Nonprofit Public Benefit Corporation Law of the State of California, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Any action which requires approval of the members or approval of a majority of the members pursuant to the Nonprofit Public Benefit Corporation Law of the State of California shall require only approval of the Board. Without limiting the foregoing, the Board of Directors shall have the power to levy duties and assessments, to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefore, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

4.2 Number of Directors. The number of Directors of the Corporation shall be not less than five (5) and not more than fifteen (15) until change by duly adopted amendment to this Bylaw section. Exact number of directors shall be fixed from time to time, within the limits of this section, by a resolution of the Board of Directors.

4.3 Eligibility. The Directors shall consist of persons over the age of twenty-one (21) who are interested in promoting the purposes of the Corporation.

4.4 Election; Term of Office. The Board of Directors shall be elected annually by the Board of Directors at the annual meeting of the Board as described in Section 4.7 below. At all times, at least the majority of the members of the Board of Directors shall consist of individuals who are members of a "family unit" with an active or previously active Participating Membership. Directors shall serve for a one-year term; provided, however, that a Director's term shall not expire until his or her successor is elected at the next organizational meeting. The Board of Directors shall select by majority vote the persons to serve on the Board of Directors. Persons may serve as Board of Directors for an unlimited number of consecutive terms.

4.5 Vacancies. Vacancies in the Board of Directors may be filled in a manner consistent with sections 4.3 and 4.4 by a majority vote of the remaining Directors then in office, whether or not less than a quorum, and each Director so elected shall hold office until the next annual meeting of the Board. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director, or if they authorize number of Directors be increased without the election of additional Directors so provided for, or in case of the failure at anytime to elect the full number of authorized Directors, pursuant to Section 5221 of the Nonprofit Public Benefit Corporation Law of the State of California. Provided, however, that except upon notice to the Attorney General, no Director may resign if the Corporation would be left without a duly elected Director in charge of its affairs, pursuant to Section 5226 of the Nonprofit Public Benefit Corporation Law of the State of California. If any Director tenders his or her resignation to the

Board of directors, the Board shall have the power to elect a successor to take office at such time as the resignation shall become effective. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term in office.

4.6 Place of Meeting. All meetings of the Board of Directors may be held at any place within or without the State, which has been designated from time to time by resolution of the Board or by the written consent of a majority of the Directors.

4.7 Organizational Meetings. On an approximately annual basis, the Directors shall hold a regular meeting for the purpose of electing Directors, organizing the Board, the election of officers and the transaction of such business as may come before the meeting. Pending such organizational meeting, each officer of the Corporation shall continue to hold that officer position. A Director elected at such organizational meeting, if any, shall forthwith become a member of the Board of Directors for purposes of such organization.

4.8 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held on such other periodic basis as may be specified and noticed by the Board of Directors or the President of the Corporation.

4.9 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any Directors.

4.10 Notice of Meetings. Pursuant to Section 5211 of the Nonprofit Public Benefit Corporation Law of the State of California, notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws or by a standing resolution of the Board of Directors shall be given to each Director not less than forty-eight (48) hours before the date of the meeting is given personally or by telephone, including a voice messaging system or other system of technology designed to record and communicate messages, telegraph, facsimile,, electronic-mail or other electronic means, and not less than four (4) days before the date of the meeting if given by first-class mail.

4.11 Consent to Meetings. Pursuant to Section 5211 of the Nonprofit Public Benefit Corporation Law of the State of California, the transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement , the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

4.12 Action Without Meeting. Pursuant to Section 5211(b) of the Nonprofit Public Benefit Corporation Law of the State of California, an action required or permitted to be taken by the Board of Directors under any provision of the Nonprofit Benefit Corporation Law of the State of California may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Directors. Any certificate or other document filed under any provision of the Nonprofit Public Benefit Corporation Law of the State of California which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. For the purpose of this Section only, "all members of the Board" shall not include an "Interested Director" as defined in Section 4.21.

4.13 Telephonic Meetings. Pursuant to Section 5211 (a)(7) of the Nonprofit Public Benefit Corporation Law of the State of California, members of the Board may participate in a meeting through the use of conference telephone as long as all members participate in the meeting are able to hear one another.

4.14 Quorum. Pursuant to Section 5211 (a)(7) of the Nonprofit Public Benefit Corporation Law of the State of California, one-fifth (1/5) of the authorized number of Directors from time to time or two (2) Directors, whichever is greater, shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every 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 regarded as the act of the Board of Directors.

4.15 Adjournment. Pursuant to Section 5211(a)(4) of the California Nonprofit Public Benefit Corporation Law of the State of California, a majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event of a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

4.16 Fees and Compensation. Directors shall not be compensated for serving on the Board of Directors. Director shall be entitled to reimbursement of expenses incurred on behalf of the Corporation. Members of committees may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors; provided that such compensation shall be reasonable and shall be comparable to compensation paid by unaffiliated entities for a like position. Nothing herein shall be considered to preclude any Director from serving the Corporation in any other capacity, including as an officer, agent, employee or otherwise, and receiving compensation therefor.

4.17 Nonliability of Directors and Certain Officers.

a. Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer President, Vice President, Secretary or Treasurer of this Corporation caused by Director's or officer's negligent act or omission in the performance of that person's duties as a Director or officer, if all of the following conditions are met:

i. The act or omission was within the scope of the Directors or officers' duties;

ii. The act or omission was performed in good faith;

iii. The act or omission was not reckless, wanton, intentional, or grossly negligent;

iv. The Corporation has complied with the requirements of subsection (b) below.

This limitation on the personal liability of the volunteer Director or officer does not limit the liability of the Corporation for any damages caused by acts or omissions of a volunteer Director or volunteer officer, nor does it eliminate the liability of a Director or officer provided in Section 5233 or 5237 of the Nonprofit Public benefit Corporation Laws of the State of California in any action or proceeding brought by the Attorney General.

b. Requirement to Obtain Liability Insurance. In order to obtain the full benefit of the limitation of liability set forth in subsection (a) above, a Corporation and the Directors shall obtain liability insurance in the form of a general liability policy for the Corporation or a Director's and officer's liability policy as required by Section 5239 of the Nonprofit Public Benefit Law of the State of California.

c. Paid Directors and Officers. Any Director or officer who receives compensation by the Corporation for acting in his or her capacity as a Director or an officer, as the case may be, shall have no liability based upon any alleged failure to discharge such person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a charitable purpose to which the Corporation, or assets held by it, are dedicated , (i) so long as such compensated Director or officer complies with provisions of Section 4.20 of these Bylaws, and (ii) except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Laws of The State of California.

4.18 Indemnity for Litigation. The Corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, officer, employee or other agent (as defined in Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California) of the Corporation, to be full extend allowed under the provisions of said Section 5238 relating to the power of a Corporation to indemnify any such person. The amount of such indemnify shall be so much as the Board of Directors determines and fines to be reasonable, or, if required by said Section 5238, the amount of such a indemnity shall be so much as the court determines and fines to be reasonable.

4.19 Interested Persons. Pursuant to Section 5227 of the Nonprofit Public Benefit Corporation Law of the State of California, no more than forty-nine percent (49%) of the Directors serving on the Board may be "interested persons." For the purpose of this section, "interested persons" means either (i) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (ii) any brother, sister, and ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. The provisions of this Section 4.19 shall not the fact validity or enforceability of any transaction entered into by the Corporation.

4.20 Standard of Conduct. Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a matter such Director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

a. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

b. Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence. Provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

4.21 Self-Dealing Transactions. Pursuant to Section 5233 and except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California, the Corporation shall not be a party to the transaction in which one or more of its Directors has a material financial interest ("Interested Director") unless:

a. Approval by Attorney General. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or

b. Approval by Board. Prior to entering into the transaction, after full disclosure to the Board of all material facts as to the proposed transaction and the Interested Director's interest and investigation and report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of the majority of the Directors then in office (without including the vote of the Interested Director):

i. Resolves and fines that (1) the transaction is in the Corporation's best interest and for the Corporation's own benefit, (2) the transaction is fair and reasonable as to the Corporation, and (3) after reasonable investigation under the circumstances as to alternatives, the Corporation could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances, and

ii. Approves the entire transaction; or

c. Intern Approval by Authorized Committee or Person. If it is not reasonably practicable to obtain approval of the Board prior to entering into such transaction, and, prior to entering into said transaction, a committee or person authorized by the Board approves the transaction in a manner consistent with the procedure set forth in subsection (b) of this section; and the Board, after determining in good faith that the Corporation entered into the transaction for its own benefit and that the transaction was fair and reasonable as to the Corporation at the time it was entered into, ratifies the transaction at its next meeting by a vote of the majority of the Directors then in office, without counting the vote of the Interested Director.

In light of the foregoing limitations, all Directors shall fill out an annual questionnaire dealing with this subject matter.

ARTICLE V

Officers

5.1 Officers. Pursuant to Section 5213 of the Nonprofit Public Benefit Corporation Law of the State of California, the officers of the corporation shall be a President, Vice President, Secretary, Chief Financial Officer, and such other officers as the Board of Directors may appoint. One person may hold two or more offices, except that neither the Secretary nor Chief Financial Officer may serve concurrently as the President.

5.2 Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions in Section 5.4, shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor or shall be elected and qualified.

5.3 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any such resignation shall take affect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 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 appointments to such office.

5.5 President. Subject to the control of the Board of Directors, the President shall be the chief executive of the corporation and shall have general supervision, direction and control of the business and affairs of the corporation. He or she shall preside at all meetings of the members and Directors, shall serve as an ex officio member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

5.6 Vice President. In the absence or disability of the President, the Vice President shall perform all of the duties of the President and in so acting shall have all of the powers of the President. The Vice President shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

5.7 Secretary. The secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary for proper, shall supervise the keeping of the records of the corporation, shall deliver the annual statement required by Section 7.6 to the members, and shall have search other powers and duties as may be prescribed from time to time by the Board of Directors.

5.8 Chief Financial Officer. The Chief Financial Officer shall receive and safely keep all funds of the corporation and deposit them with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall rendered to the President and Directors, whenever they request it, an amount of all his or her transactions as Chief Financial Officer, and of the financial condition of the corporation, and shall have such other powers and duties as maybe described from time to time by the Board of Directors.

5.9 Other Office. In addition to the officers listed above, the Board of Directors may from time to time establish other positions including, without limitation, a Membership Chair, and Activities/Rooster Chair and a Fundraising Chair, and specify the duties associated with such positions.

ARTICLE VI

Committee

6.1 Appointment of Committees. Pursuant to Section 5212 of the Nonprofit Public Benefit Corporation Law of the State of California, the Board of Directors may appoint an Executive Committee and such other standing or special ad hoc committees as the Board from time to time deems necessary or appropriate to conduct the business and further objectives of the Corporation. The appointment by the Board of an Executive Committee and any other committee having the authority of the Board shall be by resolution adopted by a majority of Directors then in office, provided a quorum is present. The Executive Committee and any other committee having authority the Board shall consist of two (2) or more Directors.

6.2 Powers and Authority of Committees. The Board of Directors may delegate to the Executive Committee or any other committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the following:

a. The approval of any action for which the Nonprofit Public Benefit Corporation Law of the State of California also requires the approval of members of a Corporation, in which event the approval of the Board of Directors shall be required.

b. The filling of vacancies on the Board or in any committee which has the authority of the Board.

c. The fixing of compensation of the Directors for serving on the Board or on any committee.

d. The amendment or repeal of Bylaws for the adoption of new Bylaws.

e. The amendment or repeal of any resolution of the Board which by its express terms is not so amenable for repeatable.

f. The appointment of committees of the Board having the authority of the Board, or the members thereof.

g. The approval of any self-dealing transactions, except as permitted it in Section 4.21 of these Bylaws.

ARTICLE VII

Miscellaneous

7.1 Fiscal Year. The fiscal year of the Corporation shall end on the last day of December each year.

7.2 Inspection of Corporate Records. The books of account and minutes of the proceedings of members and Directors, and any Executive Committee or other committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

7.3 Representation of Shares of Other Corporations. Any officer of the Corporation is 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 to said officers may be exercise by such officers in person or by other persons authorized to do so by proxy duly executed by such officers.

7.4 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such matter as from time to time shall be determined by the Board of Directors.

7.5 Execution of Contracts. The Board of Directors may authorize any officer, or officers, agent, or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount. Provided, that pursuant to Section 5214 of them Nonprofit Public Benefit Corporation Law of the State of California, and such contract or instrument between the Corporation and any third person, when signed by any one of the President or any Vice President and by any one of the Secretary, any assistant secretary, the Treasurer or any assistant Treasurer of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

7.6 Annual Statement of Certain Transactions and Indemnifications. Pursuant to Section 6322 of the Nonprofit Public Benefit Corporation Law of the State of California, the Board of Directors shall cause an annual statement of the transactions and indemnifications specified in Section 6322 to be delivered to the members not later than One hundred twenty (120) days after the close of the fiscal year. If the Corporation issues and annual report, this requirement shall be satisfied by including the required information in said annual report.

7.7 Corporate Loans, Guarantees and Advances. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed under Section 5236 of the Nonprofit Public Benefit Corporation Law of the State of California.

7.8 Disclosure. In the event that the Corporation provides services or information to the public for a fee, and such services or Information are available from the federal government free of charge or for an nominal cost, such availability shall be conspicuously disclosed in any easily recognizable format in any solicitation or offer by the Corporation.

7.9 Political Activities. The Corporation shall refrain from any intervention in any political campaign on behalf of, or in opposition to, a candidate. The Corporation shall not make any political expenditure for lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1986, as amended.

Article VIII

Effective Date and Amendments

8.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon the adoption of the amendment, unless the Board of Directors in adopting the amendment provides that it is to become affective at a later date.

8.2 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of Victory Aquatics Swim Team (the "Corporation").

2. That the foregoing Bylaws constitute the Bylaws of the Corporation as duly adopted pursuant to a written ballot finalized on 10/11/18.

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