

**BY-LAWS
OF
DUBUQUE AREA SWIMMIN' HURRICANES**

**ARTICLE I
OBJECTS**

The Corporation is organized to receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international sport competition, within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. Specifically, the Corporation is organized:

- 1) for the instruction or training of the individual for the purpose of improving or developing his or her capabilities in amateur swimming;
- 2) to sponsor local, regional, and national competition to select participants in national championships or international competition in amateur swimming;
- 3) to provide administrative, coaching and training services to amateur swimmers;
- 4) to provide medical care and insurance to amateur swimmers;
- 5) to conduct equipment research for the benefit of amateur swimmers;
- 6) to disseminate information to amateur swimmers; and
- 7) to provide financial assistance to amateur swimmers, but only if such assistance does not affect the amateur status of the swimmers to whom it is provided.

No part of the Corporation's activities shall involve the provision of athletic facilities or equipment within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing of or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding other provisions of these Articles, the Corporation shall not carry on any other

activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, as it now exists or as it may hereafter be amended, or by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code as it now exists or as it may hereafter be amended.

**ARTICLE II
MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 General Powers. The business and affairs of the Corporation shall be managed by the board of directors which shall be referred to as the "Board of Trustees." The persons who are to act in the capacity of directors of the Corporation shall be referred to as "Trustees."

Section 3.2 Number, Tenure, and Qualifications. The number of Trustees shall be not less than four nor more than fifteen, the exact number to be fixed at the annual meeting of the Corporation. Each Trustee shall be elected by the affirmative vote of a majority of the Trustees at the annual meeting of the Corporation and shall hold office from the date of his/her election until the next annual meeting of the Corporation, or until his/her death, resignation, or removal.

AMENDED. SEE ADMENDMENTS AT END OF BY-LAWS

Section 3.3 Quorum and Manner of Acting. A majority of the number of Trustees then holding office shall constitute a quorum for the transaction of business; but, if at any meeting of the Board there be less than a quorum present, a majority of the Trustees present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of Trustees, a quorum being present, the act of the majority of the Trustees present at the meeting shall be the act of the Board of Trustees.

Section 3.4 Place of Meeting, etc. Except as provided in Section 3.5 of this Article III, the Board of Trustees may hold its meetings and keep the books and records of the Corporation at such place or places within or without the State of Iowa as the Board may from time to time determine.

Section 3.5 Annual Meeting. The Board of Trustees shall meet for the purpose of organization, the election of officers and the transaction of other business on the second Monday in September of each year at 7:00 p.m. at the Interstate Power Meeting Room, Lower Level, Dubuque, Iowa. Notice of such meeting shall be given not less than ten (10) days nor more than fifty (50) days prior to the date of such meeting. Such meeting may be held at any other time or place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Trustees or in a consent and waiver of notice thereof signed by all the Trustees, at which meeting the same matters shall be acted upon as is above provided.

Section 3.6 Regular Meetings. Regular meetings of the Board of Trustees shall be held at such place and at such times as the Board of Trustees shall by resolution fix and determine from time to time. No notice shall be required for any such regular meeting of the Board.

Section 3.7 Special Meetings. Notice:

a) Special meetings of the Board shall be held whenever called by direction of the President or any three (3) of the Trustees at the time being in office.

b) Notice of each such special meeting shall be mailed to each Trustee, addressed to him/her at his/her address as it appears on the books of the Corporation, at least ten (10) days before the date on which the meeting is to be held, or shall be sent to him/her at such place by U.S. mail or telegraph, or be delivered personally or by telephone not later than the tenth day before the day on which such meeting is to be held. Each notice shall state the time and place of the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every Trustee shall be present, even without any notice, any business may be transacted.

Section 3.8 Substitutes for Notice. A written waiver of notice signed by a Trustee, whether before or after the time of the meeting stated therein, shall be equivalent to the giving of such notice in due time as required by these By-Laws. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.9 Action Without Meeting. Any action required or permitted by law or the Articles of Incorporation or these By-Laws to be taken at any meeting of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Trustees then in office.

Section 3.10 Committees. The Board of Trustees, by resolution adopted by a majority of the full Board of Trustees, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution or in the Articles of Incorporation or the By-Laws of the Corporation, shall have and may exercise all the authority of the Board of Trustees, but no such committee shall have the authority of the Board of Trustees in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, or amending the By-Laws of the Corporation. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any member thereof of any responsibility imposed by law.

**ARTICLE IV
OFFICERS**

Section 4.1 Number. The officers of the Corporation shall be a President, one (1) or more Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Trustees, and each of whom shall be a Trustee of this Corporation. The same person may hold any two (2) or more offices except the offices of President and Vice President may not be held by the same person.

Section 4.2 Election and Term of Office. The officers of the Corporation to be elected by the Board of Trustees shall be elected annually by the Board of Trustees at the annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 4.3 Removal. Any officer or agent elected or appointed by or pursuant to authority of the Board of Trustees may be removed by the Board of Trustees and any officer or agent appointed other than by the Board of Trustees may be removed by the Board of Trustees or by the officer appointing them whenever in the judgment of the Board of Trustees or the appointing officer, as the case may be, the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in accordance with the provisions of these By-Laws with respect to the original election or appointment to such office.

Section 4.5 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Trustees, shall in general supervise and control all of the business and affairs of the Corporation. He/she shall, when present, preside at all meetings of the Board of Trustees. He/she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Trustees, any contracts or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 4.6 Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the power of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

Section 4.7 Secretary. The Secretary shall: (a) keep the minutes of the Board of Trustees' meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the

provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

Section 4.8 Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He/she shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any other source whatsoever; and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Trustees; and (b) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

ARTICLE V CONTRACTS, LOANS, CHECKS & DEPOSITS

Section 5.1 Contracts. The Board of Trustees 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.

Section 5.2 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 of Trustees. Such authority may be general or confined to specific instances.

Section 5.3 Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a fiduciary is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 5.4 Voting Stock of Other Corporations. Unless otherwise ordered by the Board of Trustees, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any Corporation in which this Corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Trustees may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Section 5.5 Agents and Representatives. The Board of Trustees may appoint such agents and representatives of the Corporation with such powers

and to perform such acts or duties on behalf of the Corporation as the Board of Trustees may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

Section 5.6 Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such individual or individuals as are designated from time to time by the Board of Trustees.

Section 5.7 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 5.8 Calendar Year. The Corporation shall be on a calendar year.

ARTICLE VI INDEMNIFICATION

Section 6.1 Proceedings Not By or In the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Trustee, officer, employee, member of a Committee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, governor, officer, employee, member of a Committee, or agent of another corporation, partnership, joint venture, trust or enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 6.2 Actions By or In the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Trustee, officer, employee, member of a Committee, or agent of the Corporation, or is or was serving at the request of the Corporation as a governor, director, officer, employee, member of a Committee, or agent of another corporation, partnership, joint venture, trust, or another enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good

faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent (1) that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper, or (2) that the members of the Corporation, by a majority vote of the members of the Corporation entitled to vote, whether or not such members were parties to such proceeding and whether or not such members were or are disinterested, may determine.

Section 6.3 Trustee, Etc. Successful on the Merits. To the extent that a Trustee, officer, employee, member of a Committee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 6.1 and 6.2, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; provided, however, nothing contained in this Section 6.3 shall limit the ability of the Corporation to provide indemnity including costs of counsel as provided elsewhere in this Article.

Section 6.4 Procedure for Indemnification. Any indemnification under Sections 6.1 and 6.2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the governor, trustee, director, officer, employee, member of a Committee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 6.1 and 6.2. Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, then by a majority vote of a committee of the Board of Trustees, duly designated to act in the matter by a majority vote of the full Board of Trustees (in which designated members of the Board of Trustees who are parties to such proceeding may participate), consisting solely of two or more members of the Board of Trustees not at the time parties to such proceeding, or (3) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion, or (4) by the members of the Corporation.

Section 6.5 Expenses Payable in Advance. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 6.4 upon receipt of an undertaking by or on behalf of the governor, trustee, director, officer, employee, members of a Committee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation.

Section 6.6 Services by Trustees. It is to the advantage of this Corporation and its members to obtain the advice and guidance of qualified

persons who serve as trustees, officers and Committee members. Such persons have no financial interest in the Corporation and most receive no financial compensation for their work on behalf of the Corporation. The advice and guidance of such persons is of great value to the Corporation and its members and the type of person whose advice and guidance is sought agrees to serve for reasons related more generally to a willingness to sacrifice their time and effort to benefit society and the Corporation through application of their skills and knowledge in the community. In recognition of this benefit, and to induce such persons who are to serve as trustees, officers, and Committee members thereof, the Corporation shall, in all cases not covered by Sections 6.1 and 6.2 above, indemnify such persons against expenses (including attorneys' fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding to which they are made a party by reason of the fact that they are Trustees, officers or Committee members of this Corporation or were serving at its request as a governor, director, officer or Committee member of another corporation, unless it is affirmatively prohibited from doing so by a final order or judgement of the forum in which such action, suit or proceeding was maintained.

Section 6.7 Non-Exclusive Provisions. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other By-law, resolution, agreement, vote of members (whether interested or disinterested) or disinterested Trustees, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee, Committee member, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 6.8 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, Committee member or agent of the Corporation, or is or was serving at the request of the Corporation as a governor, director, officer, employee, Committee member, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VII AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the affirmative vote of not less than a majority of the total number of Trustees provided for in these By-Laws at any annual, regular or special meeting of the Board of Trustees.

BY-LAWS
AMENDMENTS
DUBUQUE AREA SWIMMIN' HURRICANES

Section 3.2 Number, Tenure, and Qualifications. as revised August 5, 1992 is deleted in its entirety and is replaced with the following:

"The number of Trustees shall be not less than four nor more than fifteen, the exact number to be fixed at the annual meeting of the Corporation. As nearly as can be accomplished the tenures of the Trustees shall be staggered so that no more than one-third of the Trustees are elected each year. The Board of Trustees shall take the appropriate actions necessary to initiate such staggered tenures of the Trustees. Each Trustee shall be elected by the affirmative vote of a majority of the membership at the annual meeting of the Corporation and shall hold office from the date of election for three years or until death, resignation or removal."

Approved May 5, 1993

Section 3.2 Number, Tenure, and Qualifications. as revised May 5, 1993 is deleted in its entirety and is replaced with the following:

"The number of Trustees shall be not less than four nor more than fifteen, the exact number to be fixed at the annual meeting of the Corporation. As nearly as can be accomplished the tenures of the Trustees shall be staggered so that no more than one-third of the Trustees are elected each year. The Board of Trustees shall take the appropriate actions necessary to initiate such staggered tenures of the Trustees. Each Trustee shall be elected by the affirmative vote of a majority of the membership at the annual meeting of the Corporation and shall hold office from the date of election for three years or until death, resignation or removal.

Any Trustee may be removed from the Board at any point during their term, by majority vote of the Trustees, if the said Trustee misses two consecutive regular meetings, without justifiable excuse or the said Trustee's attendance is sporadic and is considered detrimental to the operation of the club. Said Trustee must be notified of pending action to be taken by the remaining Trustees, in order to give the said Trustee ample opportunity to defend their position on the Board, and justify said Trustee's position on attendance."

Approved September 25, 1995

Section 3.2 Number, Tenure, and Qualifications. as revised September 25, 1995 is deleted in its entirety and is replaced with the following:

"The number of Trustees shall be not less than four nor more than fifteen, the exact number to be fixed at the annual meeting of the Corporation. As nearly as can be accomplished the tenures of the Trustees shall be staggered so that no more than one-third of the Trustees are elected each year. The Board of Trustees shall take the appropriate actions necessary to initiate such staggered tenures of the Trustees. Each Trustee shall be elected by the affirmative vote of the majority of the membership at the annual meeting of the Corporation and shall hold office from the date of election for three years or until death, resignation or removal.

Any Trustee may be removed from the Board at any point during their term, by majority vote of the Trustees, if the said Trustee misses two consecutive regular meetings, without justifiable excuse or the said Trustee's attendance is sporadic and is considered detrimental to the operation of the club. Said Trustee must be notified of pending action to be taken by the remaining Trustees, in order to give the said Trustee ample opportunity to defend their position on the Board, and justify said Trustee's position on attendance.

Upon valid reasoning and majority vote of the Board of Trustees, Trustees may be added to the Board to fill vacancies caused by death, resignation, removal, or unfilled positions within the guidelines of the number of Trustees fixed at the annual meeting of the Corporation. The Board of Trustees must make appropriate notification to the members of the Corporation, through the Corporation's newsletter or similar communication, notification of the Trustees pending action to fill a vacancy on the Board of Trustees no less than 20 (twenty) days before the proposed Board of Trustees meeting date for vote to fill any vacancy. Notice shall include but not be limited to: the reason for and desire to fill said vacancy, who is eligible to fill said vacancy, date, location and time of the Board of Trustees meeting to fill said vacancy, name and phone number of a Trustee or Trustees to be contacted for information on said vacancy. Published notification should be of adequate type style and size to differentiate the notice from any other literature included in the publication. Said vacancies term limit(s) shall be staggered so that no more than one-third of the Trustees are elected each year. The filling of said Trustee vacancies should be exercised prudently by the Board of Trustees and should not be initiated for purposes of causing a bias of the Board of Trustees or to just add "bodies" to the Board of Trustees for additional votes or creating a quorum."

Approved December 3, 1996

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