

**AMENDED AND RESTATED BYLAWS OF THE SEATTLE METROPOLITAN
AQUATIC CLUB (FORMERLY, CENTRAL AREA AQUATICS TEAM (CAAT)
PARENT ORGANIZATION) (referred to as the “Club” or the “corporation”) Approved
by Members: July 8, 2021 ARTICLE 1 OFFICE**

1.1 Principal Office. The principal office of the corporation shall be located at Medgar Evers Pool in Seattle, Washington, or at such other place as the Board of Directors (“*Board*”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

1.2 Registered Office. The corporation shall continuously maintain within the State of Washington a Registered Agent and a Registered Office as required by the Nonprofit Corporation Act of the State of Washington. The Registered Agent for the Corporation may be changed from time to time by the Board of Directors.

ARTICLE 2 MEMBERSHIP

2.1 Classes of Members. The corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members and the qualifications and rights of each class of members may be established by amendment to these bylaws. In addition to the age group/USA Swimming program, the Club may operate a “Masters Team” with participants who must registered with United States Masters Swimming (USMS) in order to participate; provided, however that participants in the Masters Team shall not have any voting rights solely by virtue of participating on the Masters Team and participants on the Masters Team shall not qualify as a members for purposes of voting rights or other rights under these Bylaws.

2.2 Qualifications for Membership. The parent and/or guardian of each Age Group Swimmer (as defined in Section 2.4 of these Bylaws) shall automatically be a member of the corporation and assume responsibility for assisting with the purposes of the organization, as stated in the Articles of Incorporation. For purposes of clarification, to be a member there must be an Age Group Swimmer associated with such member.

2.3 Voting Rights. Subject to the voting member criteria set forth below, active members in good standing shall have the right to elect the Board of Directors, to attend and vote at annual and special meetings of the membership, and to attend club-sponsored activities on payment of any charges set for those activities. In all ballot voting, there shall be one vote

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per member family present at the meeting, regardless of the number of parents, guardians, or Age Group Swimmers associated with such family. Notwithstanding the foregoing, any

Transferring Family (as defined below) shall not have any voting rights until the first swimmer associated with such Transferring Family has “attached” to the Club pursuant to USA Swimming regulation 203.3 (as such may be amended from time to time) (the “120-day rule”). A “Transferring Family” is a family who joined the Club where an Age Group Swimmer associated with such family was previously a member of another USA Swimming swim team and such swimmer is subject to the 120-day rule before.

2.4 Membership Requirement. An “Age Group Swimmer” is a swimmer with the Club who is registered as an athlete with United States Swimming (USS). Participants on the Masters Team must be registered with USMS. Athlete membership in USS and USMS provides secondary accident medical protection and liability coverage and is required for all team-affiliated activities. An individual registered with both USMS and USS shall be deemed to be a participant on the Masters Team and not an Age Group Swimmer.

2.5 Membership Delinquency. A member ceases to be active and in good standing when the member’s Age Group Swimmer(s) is no longer registered with USS, or the dues and/or assessments as specified in Article 6 associated with the member’s Age Group Swimmer(s) are delinquent by thirty (30) days or more.

2.6 Termination of Membership. Membership terminates automatically when a member’s Age Group Swimmer(s) quits or becomes ineligible for the Club. Any member or participant who is in default in payment of dues for the period fixed in Article 6 of these Bylaws may be suspended or expelled upon the affirmative vote of a majority of directors present at any duly called regular or special meeting of the Board. The Board of Directors, by affirmative vote of two-thirds of the directors, may at any duly called meeting of the Board, suspend or expel a member or other participant for any other reasonable cause as defined by the Board after appropriate hearing. Such reasonable cause shall include, but not be limited to, a member’s interference with the stated goals of the corporation or interference with the coaching staff. The Board will provide written or electronic notification to any member or participant whose membership or participation has been terminated by vote of the directors, within ten (10) days of such action; however the failure to provide such notice shall not nullify the termination.

2.7 Annual Meeting. The annual meeting of the members shall be held at any time during the fiscal year (with the exception of the month of August) for the purpose of electing the directors and approving the budget for the following year. The Board shall notify the active members in good standing of the time and place of such meeting no later than three (3) weeks prior to the meeting.

2.8 Special Meetings. The President and any member of the Board of Directors may call special meetings of the members for any purpose. In addition, upon the written request of not less the twenty-five percent (25%) of the members entitled to vote, it shall be the duty of the Secretary to give notice to active members in good standing of a special meeting of members to be held at such date, time and place as the Secretary may fix. If the Secretary shall neglect or

refuse to issue such notice within thirty (30) days of receiving such written request, the person or persons making the request may do so and may fix the date, time or place for such meeting. Notice of the time and place of any such special meeting called in accordance with this section shall be provided to active members in good standing no later than three (3) weeks prior to the meeting.

2.9 Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.10 Quorum. Twenty-five percent (25%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.11 Manner of Acting. The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

2.12 Proxies. A member may vote by proxy executed in writing. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting.

ARTICLE 3 BOARD OF DIRECTORS

3.1 General Powers. The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors encourages the input and suggestions of the members.

3.2 Number. The Board shall consist of not less than two (2) nor more than eleven (11) directors (with the precise number to be established by the Board). The Team Head Coach may be a member of the Board in either a voting or non-voting a capacity, as determined by the members.

3.3 Qualifications. Directors may or may not be members of the corporation.

3.4 Election of Directors. Directors with an expiring term shall be elected each year at the annual meeting of members.

3.5 Term of Office. Directors shall be elected for terms of up to three years with the default term to be three years unless otherwise stated. Unless a Director dies, resigned or is removed, he or she shall hold office until the annual meeting of the members following his or

her election, or until his or her successor is elected, whichever is later. A director may be re-elected to additional terms.

3.6 Annual Meeting. The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purpose of electing officers and transacting such other business as may properly come before the meeting.

3.7 Regular Meetings. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.8 Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or in the case of a committee meeting, by the chairman of the committee.

3.9 Meetings by Telephone or Video Conference. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Quorum. A majority of the number of Directors then in office (or otherwise in the manner provided by these Bylaws) shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting a majority of the Directors present may adjourn the meeting from time to time without further notice. At such adjourned meeting, if a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

3.11 Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.12 Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors.

3.13 Removal. At a meeting of Directors called expressly for that purpose, any Director may be removed from office, with or without cause, by a two-thirds majority vote of the other Directors. A director shall automatically forfeit his or her office if he or she has failed to attend two (2) regular consecutive meetings of the Board without being excused by a majority vote of the Board. To the extent the Team Head Coach is a Director, if such individual is terminated as Head Coach, such individual will at the same time cease to be a Director. The Board will provide written notification to a Director in the event of his or her removal from the board for any reason.

In addition, at a meeting of Members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by the vote of two-thirds of the Members then entitled to vote. Notice of the proposed removal shall be given to the subject Director(s) in writing no later than ten (10) days prior to the meeting called expressly for that purpose.

3.14 Vacancy. A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.15 Board Committees

3.15.1 Standing or Temporary Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation, or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.15.2 Quorum; Manner of Acting. A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.15.3 Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.15.4 Removal of Committee Member. The Board, by resolution adopted by

a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.16 Compensation. The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation (provided the foregoing shall not preclude the Head Coach, if a Director, from receiving compensation as Head Coach).

ARTICLE 4 OFFICERS

4.1 Number and Qualifications. The officers of the corporation shall be a President, a Secretary, and a Treasurer. All officers must be members of the Board of Directors. Other officers and assistant officers may be elected or appointed by the Board to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board, but who are not required to be members of the Board of Directors. Any officer may be assigned by the Board any additional title that the Board deems appropriate. The Board may appoint such other officers as it determines, with such roles and responsibilities as the Board shall determine.

4.2 Election and Term of Office. The officers of the corporation shall be elected each year by the Board prior to commencement of the fiscal year in which such officers are to service as officers. The Board shall promptly inform the members of such elections. Unless an officer dies, resigns or is removed from office, he or she shall hold the office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation. Any officer may resign at any time by delivering written notice to the President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal. Any officer or agent elected or appointed by the Board may be removed from office by the Board by majority vote whenever in its judgment the best interests of the corporation would be served thereby.

4.5 Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board by majority vote for the unexpired portion of the term or for a new term established by the Board.

4.6 President. The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the members and the Board. The President may sign contracts, or other instruments, except when the signing and execution

thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officers or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.7 Outgoing President. The role of the Outgoing President is to serve as a mentor to the incoming President during the transition year. The Outgoing President may perform such other duties from time to time as assigned to them by the President or the Board.

4.8 Secretary. The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, contracts, or other instruments; (f) collect and file all new registration forms at the beginning of each season and session; collect all PNS forms and sent to PNS offices at the beginning of each season and session and as Swimmers sign in; and (g) 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 or her by the President of the Board.

4.9 Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall 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 source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and 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 or her by the President of the Board.

4.10 Salaries. Officers shall serve without compensation.

ARTICLE 5 ADMINISTRATIVE PROVISIONS

5.1 Books and Records. The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any active member of good standing of at least three (3) months standing or to a representative of more than five percent (5%) of the active membership in good standing.

5.2 Accounting Year. The fiscal year of the corporation shall be the twelve months beginning September 1 and ending August 31.

5.3 Manner of Acting. The Club may communicate (including providing any notice referenced in these Bylaws) with Members by electronic means (including email or such other electronic transmission as determined by the Board to be reliable and effective). When communicating by email, the Club shall use the address on file with the Member's account. Whenever the Board or a Member is taking a written action (including any reference to a "writing" in these Bylaws), such action may be in the form of electronic communication (including via email or such other electronic means as may be approved by the Board). When granting a proxy, a Member may grant such proxy in writing or by email to the Secretary of the Club and the Secretary shall be authorized to vote such proxy at any meeting of the Members. The date of any electronic communication shall be the date such communication is sent

ARTICLE 6 DUES, FEES AND ASSESSMENTS

6.1 Regulation of Dues, Fees and Assessments. The Board of Directors shall establish and regulate dues, fees and assessments, and shall revise them as economic circumstances indicate. Any assessments, or increases in dues and fees greater than fifty percent (50%) in any fiscal year, shall require the majority approval of the general active membership in good standing.

6.2 Payment of Dues, Fees and Assessments. The dues shall be due and payable monthly, quarterly or in such larger advance amounts as may be authorized by the Treasurer.

6.3 Financial Aid. A full or partial financial aid award or a reduction in fees may be granted by the Board of Directors upon written statement of financial need and continued demonstration of need and eligibility and the availability of funds (subject to review and acceptance by the Board at the time of award and on an ongoing basis and such need and eligibility to be in such form(s) and provided at such time(s) as the Board shall require, in each case in the sole discretion of the Board).

ARTICLE 7 CONTRACTS, LOANS, CHECKS AND DEPOSITS

7.1 Contracts. The Board of Directors 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.

7.2 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 Directors. Such authority may be general or confined to specific instances.

7.3 Checks, Drafts, or other Evidences of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by at least two officers.

7.4 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 Directors may select.

ARTICLE 8 INDEMNIFICATION

8.1 Indemnification. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, reasonable counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation or where such individual acted with willful misconduct; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

8.2 Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation.

8.3 Successors; Amendment. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 9 AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of two-thirds of the members present and eligible to vote at any regular or special meeting of the organization after notice of such amendment or amendments and the nature thereof in writing shall have been given to the members of the organization at least three weeks prior to the date of the meeting at which said amendments are to be presented for consideration. Any member who wishes to amend the Bylaws shall submit the proposed amendment in writing to the Board of Directors, which shall schedule a meeting of the members to vote on the amendment within sixty (60) days from receipt of the request for said amendment.

These Amended and Restated Bylaws were adopted at the July 2021 meeting of the members in accordance with the procedures of the former bylaws and in these bylaws.

These Bylaws, dated July 8, 2021, replace in their entirety previously adopted Bylaws of this corporation.