

**AMENDED AND RESTATED
BYLAWS OF SONORAN DESERT AQUATICS
an Arizona Nonprofit Corporation**

ARTICLE I OFFICES AND CORPORATE SEAL

1.1 Principal Office. The principal office of the Corporation shall be its known place of business in Tucson, Arizona.

1.2 Other Offices. The Corporation also may maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by the board of directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

1.3 Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but one may be used if the officers or the board of directors so decide.

ARTICLE II PURPOSES

2.1 Charitable and Educational. This Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue law).

2.2 Character of Affairs. The Corporation will conduct a nationally recognized aquatics program that teaches and trains all levels of swimmers emphasizing individual progress, team unity and family participation.

ARTICLE III MEMBERSHIP

3.1 Defined. The member shall be the family members (biological or custodial) of swimmer who is enrolled in the Corporation's swim program and who is registered with USA Swimming.

3.2 Term. The term of membership shall be indefinite as long as the member remains qualified under Section 3.1 except as provided in Sections 3.14 and 3.15.

3.3 Membership Fees. Membership fees are included in registration fees and shall be established annually by the board of directors. Fees shall be payable annually on or before October 15th or upon joining the team.

3.4 Member Representative. Each member, as defined in Section 3.1, shall designate one adult family member representative to vote on its behalf. All general membership correspondence shall be directed to such member's representative.

3.5 Membership Book. The secretary of the Corporation shall maintain a membership book reflecting an alphabetical list of the names of all of the member families together with their addresses. The Corporation shall make the list of member families available for inspection by any member at the Corporation's principal office. The secretary of the Corporation shall make the list of member families available at all meetings of members.

3.6 Voting. The board of directors may fix a time not exceeding twenty (20) days preceding the date of any meeting as a record date for the determination of members entitled to notice of, and to vote at, any such meeting, unless evidence is received pursuant to Section 3.7 of this Article. In the event that no such record date is fixed by the board of directors, the record date for such determination of members entitled to notice and to vote at any such meeting shall be the fifteenth (15th) day preceding the date of such meeting. Unless otherwise stated in these bylaws, all matters shall be decided by the vote of the majority of members present at the meeting, at which a quorum is present. There shall be one vote per member family, cast by the designated representative of the member family.

3.7 Eligibility to Vote. All member families must be current and in good standing with the Corporation to be entitled to vote. For purposes of determining the right to vote at any meeting of members, the information set forth in the membership book shall be deemed conclusive except that, if any member family presents evidence as to the incorrectness of the information in the membership book pursuant to the direction of the majority of members at the meeting, and the right to vote shall be determined from the membership book as corrected.

3.8 Annual Meetings. The annual meeting of the members shall be held prior to December 31st of each year, or at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of meeting. The annual meeting shall be held for the purpose of electing members to serve on the board of directors.

3.9 Special Meetings. Special meetings of the members for any purpose whatsoever may be held when called by the president of the Corporation or by a vote of the directors.

3.10 Notice of Meetings. Written notice of called meetings shall be mailed to the representative of each member family not less than five (5) nor more than fifty (50) days before the meeting. Such notice shall state the time and place for holding the meeting and such other information as the board of directors or president shall direct.

3.11 Proxies. At all meetings of the members, a member representative may vote by proxy given to another member executed in writing by such representative or by his or her duly authorized attorney in fact. No instrument appointing a proxy shall be valid after the expiration of

eleven (11) months from the date of its execution. Unless otherwise required by law, all questions concerning the validity or sufficiency of the proxies or any of them shall be decided by the secretary of the Corporation.

3.12 Waiver of Notice. Each member's representative may at any time waive any notice required to be given under these bylaws. The presence of such a representative in person at any called meeting shall be deemed to be such a waiver.

3.13 Quorum. A majority of the member representatives present at any meeting of the Corporation shall constitute a quorum for the transaction of business.

3.14 Resignation. A member may resign membership by delivering a letter of resignation signed by the member representative. The member's annual dues will not be refunded.

3.15 Expulsion. A member may be expelled from the Corporation by a majority vote of the board of directors as provided by applicable Arizona statutes for actions that violate the goals of the corporation. An expelled member's annual dues will not be refunded.

ARTICLE IV DIRECTORS

4.1 Number. The board of directors shall consist of not less than three (3) persons nor more than nine (9) persons. The directors shall be elected at the annual meeting of members as provided in section 4.3. All directors must be current or past Corporation members within the last six (6) months, subject to the Board's discretion. Only one family member per family may be a member of the board of directors. Family members of full time employees of the Corporation are not permitted to be on the Board of Directors.

4.2 Coaching Representative. Head coach, or his/her designee, shall serve as a coaching representative to the board of directors. The coaching representative shall be present at all meetings of the board of directors and be a voting member of the board of directors.

4.3 Classes and Term of Office. The board of directors shall be classified with respect to the time for which they hold office by dividing them into three (3) classes, each consisting of approximately one-third (1/3) of the whole number of the board. Each member of the board shall hold office until successor directors are elected and qualified. At the meeting of the board of directors at which the original bylaws are adopted, the members of the three (3) classes of board of directors shall be appointed as determined by the board of directors, such that one member of the board shall be appointed by the board to a term of approximately one (1) year and shall represent the first class; two members of the board shall be appointed by the board to a term of approximately two (2) years and shall represent the second class; and two member of the board shall be appointed by the board to a term of approximately three (3) years and shall represent the third class. At each annual meeting of the board of directors commencing August 2009, the successors to the class of members of the board, whose terms shall expire that year, shall be

appointed to hold office for the term of three (3) years, so that the term of office of one class of the members of the board shall expire in each year. In the event more than a third of the board is elected in any year, the board may assign classes to newly elected board members so that approximately a third of the terms of directors expire in each future year. Directors may not serve more than two (2) consecutive full terms. This term limit shall not apply to the director who is a coaching representative pursuant to Section 4.2.

4.4 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the directors then in office or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

4.5 Removal. Directors may be removed from office at any time with or without cause by the directors by simple majority vote of the board of directors.

4.6 Resignations and Withdrawals. Any member of the board of directors may resign or withdraw at a meeting of the Corporation or by notice in writing to the board of directors, the presiding officer of the Corporation or to the Corporation.

4.7 Powers. The board of directors shall direct, manage, control and conduct the affairs of the Corporation subject to any limitation set forth in the articles of incorporation. The board of directors shall have the power to collect and receive all monies and property or business acquired, paid or transferred to the Corporation to be used for the purposes provided by the articles of incorporation or these Bylaws; to employ necessary persons and to pay all necessary and reasonable expenses required to carry out the work of the Corporation out of the aforementioned monies or property or business and to use all the balance of said monies and property and business for the purposes provided by the articles of incorporation. The board of directors shall have power and authority to do any other lawful act which may be necessary or convenient and incident to carrying out the purposes for which this Corporation is formed. All deeds and conveyances, contracts, agreements and other instruments requiring execution on behalf of the Corporation must be approved by the board of directors prior to execution. The directors shall have the authority to employ the Head Coach and any assistant coaches and/or staff.

4.8 Place of Meetings. The board of directors of the Corporation may hold meetings, both regular and special, either within or without the State of Arizona. Meetings may be held by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

4.9 Annual Meeting. The annual meeting of the board of directors shall be held immediately

after the annual meeting of members. No notice shall be necessary to the newly constituted board of directors in order for the meeting legally to constitute the annual meeting, provided that a quorum of newly constituted board of directors shall be present. At its annual meeting, the newly constituted board of directors shall elect the officers of the Corporation and may transact any other business which may properly come before it. If a quorum of the newly constituted board of directors is not present, the annual meeting will be held as soon as practicable after the new directors are elected.

4.10 Regular Meetings. Regularly scheduled meetings of the board of directors may be held without notice at the time and at the place as shall from time to time be determined by the board.

4.11 Special Meetings. Special meetings of the board of directors may be called by the chairman of the board of directors, the president or twenty percent (20%) of the directors on two (2) days' notice to each director, either personally, by mail or private carrier, by telephone or other form of wire or wireless communication. The time and place of each special meeting shall be determined by the president, but in the case of a meeting called upon the request of the directors, the time of such meeting shall be no later than the expiration of a two (2) day period following after the date of such request or such longer period as may be specified in the request.

4.12 Quorum. A majority of the board of directors shall constitute a quorum and concurrence of a majority of those present shall be sufficient to conduct the business of the board, except as may be otherwise specifically provided by statute or by the articles of incorporation. If a quorum shall not be present at any meeting of the board of directors, the directors then present may adjourn the meeting to another time or place, without a notice other than announcement at the meeting, until a quorum shall be present.

4.13 Action without Meeting. Unless otherwise restricted by the articles of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee. Action taken under this provision is effective when the last director signs the written consent, unless the consent specifies a different effective date.

4.14 Waiver of Notice. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the holding of the meeting or to the transaction of any business at the meeting. Any director may waive notice of any annual, regular or special meeting of the directors by executing a written notice of waiver either before or after the time of the meeting.

4.15 Compensation. The directors shall not be compensated for their services as directors, however, they may receive a membership discount in accordance with the Key Volunteer Discount Policy. They may be compensated for other services to the Corporation, so long as the

conflict of interest policy is followed (see article X).

ARTICLE V OFFICERS

5.1 Designation of Titles. The officers of the Corporation shall be chosen by the board of directors and shall be a president, a vice president, a secretary, and a treasurer. The board of directors also may choose a chairman of the board, additional vice presidents and one or more assistant secretaries or assistant treasurers. Any director not chosen to serve as president, chairman of the board, a vice president, a secretary or a treasurer shall serve as a Member at Large of the Board of Directors. Any number of offices may be held by the same person unless the articles of incorporation or these Bylaws provided otherwise.

5.2 Appointment of Officers. The board of directors at each annual meeting shall elect a president, a vice president, a secretary and a treasurer, each of whom shall serve at the pleasure the board of directors. The board of directors at any time may appoint such other officers and agents as it shall deem necessary to hold office at the pleasure of the board of directors and to exercise such powers and perform such duties as shall be determined from time to time by the board.

5.3 Compensation. The officers shall not be compensated for their services as officers, however, they may receive a membership discount in accordance with the Key Volunteer Policy. They may be compensated for other services to the Corporation, so long as the conflict of interest policy is followed (see article X).

5.4 Term. The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected by the board of directors may be removed at any time by the board of directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors.

5.5 Chairman of the Board. The chairman of the board, if one shall have been appointed and be serving, shall preside at all meetings of the members and board of directors and shall perform such other duties as from time to time may be assigned to him or her.

5.6 President. If a chairman of the board shall not have been appointed or, having been appointed, shall not be serving or be absent, the president shall preside at all meetings of the members and board of directors. He or she shall prepare agendas for all meetings of the members and board of directors. The president shall act as operating and directing head of the Corporation, subject to policies established by the board of directors. In case of the permanent absence or inability of the president to act, the office of president shall be declared vacant by the board of directors and a successor chosen by the board.

5.7 Vice President. There shall be as many vice presidents as shall be determined by the board of directors from time to time, and they shall perform such duties as from time to time may be

assigned to them. Any one of the vice presidents, as authorized by the board, shall have all the powers and perform all the duties of the president in case of temporary absence of the president or in case of his or her temporary inability to act.

5.8 Secretary. The secretary shall see that the minutes of all meetings of the board of directors and of any standing committees are kept. He or she shall be the custodian of the corporate seal and affix it to all proper instruments when deemed advisable by him or her. He or she shall give or cause to be given required notices of all meetings of the board of directors. He or she shall have charge of all books and records of the Corporation, except the books of account, and in general shall perform all the duties incident to the office of secretary of a corporation and such other duties as may be assigned to him or her.

5.9 Treasurer. The treasurer shall have general custody of all the funds and securities of the Corporation. He or she shall see to the deposit of the funds of the Corporation in such bank or banks as the board of directors may designate. Regular books of account shall be kept under his or her direction and supervision, and he or she shall render financial statements to the president, and directors at proper times. The treasurer shall have charge of the preparation and filing of such reports, financial statements and returns as may be required by law. He or she shall give to the Corporation such fidelity bond as may be required, and the premium therefor shall be paid by the Corporation as an operating expense. He or she shall see that the Corporation's properties are adequately insured against liability.

5.10 Assistant Secretaries. There may be such number of assistant secretaries as from time to time the board of directors may fix, and such persons shall perform such functions as from time to time may be assigned to them. No assistant secretary shall have the power or authority to collect, account for or pay over any tax imposed by any federal, state, or city government.

5.11 Assistant Treasurers. There may be such number of assistant treasurers as from time to time the board of directors may fix, and such persons shall perform such functions as from time to time may be assigned to them. No assistant treasurer shall have the power or authority to collect, account for, or pay over any tax imposed by the federal, state or city government.

5.12 Member at Large. There may be up to five (5) at large members of the Board of Directors. Such persons shall perform such functions as from time to time may be assigned to them by the president, chairman of the board, vice president, secretary and/or treasurer.

ARTICLE VI COMMITTEES

A majority of the board of directors may appoint committees. Such committees shall give guidance and counsel to the board of directors. Article IV of these bylaws governing action without meeting and notice, waiver of notice, quorum, and voting requirements of the board of directors shall apply to committees and their members.

ARTICLE VII HEAD COACH

The head coach(es) shall be selected and supervised by the board of directors. The head coach(es) shall: (a) direct and supervise the athletic training and competition activities of the Corporation, subject to input and supervision of the board of directors (b) supervise employees of the Corporation, subject to control of the board of directors; and (c) perform all duties incident to coaching a youth swim team and other such duties as may be prescribed by the board of directors from time to time. A head coach may sign, with the secretary or any other proper officer of the Corporation authorized by the board of directors, any contracts or other instruments the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. Head coaches may be removed only by a majority vote of the board of directors.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall be September 1st through August 31.

ARTICLE IX INDEMNITY

The Corporation shall indemnify the directors for liability to any person for any action taken, or failure to take any action, as a director to the fullest extent permitted by the Arizona Revised Statutes, as amended from time to time.

ARTICLE X CONFLICT OF INTEREST POLICY

10.1 Purpose. The purpose of the conflict of interest policy is to protect this Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

10.2 Definitions.

10.2.1 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has direct or indirect financial interest, as defined below, is an interested person.

10.2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or c. A potential ownership or investment interest in, or

compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

Under Section 10.3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

10.3 Procedures.

10.3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

10.3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

10.3.3 Procedures for Addressing the Conflict of Interest, a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest, b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement, c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest, d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

10.3.4 Violations of the Conflicts of Interest Policy, a. If the governing board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose, b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

10.4 Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain: a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, and action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed, b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

10.5 Compensation.

10.5.1 A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to the member's compensation.

10.5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

10.5.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

10.6 Annual Statements.

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: a. Has received a copy of the conflicts of interest policy; b. Has read and understands the policy; c. Has agreed to comply with the policy; and d. Understands the Corporation is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

10.7 Periodic Reviews.

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining, b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further

charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

10.8 Use of Outside Experts.

When conducting the periodic reviews as provided in Section 10.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI GENERAL PROVISIONS

11.1 Checks, Drafts, Etc. 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 such officers and in such manner as shall from time to time be determined by resolution of the board of directors. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation in the amount of Ten Thousand Dollars (\$10,000) or more must be signed by two (2) officers, unless previously approved by the Board of Directors.

11.2 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. The Corporation shall not lend money or use its credit to assist the Corporation's directors, officers or employees.

11.3 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.

11.4 Execution of Contracts. All deeds and conveyances, all contracts and agreements and all other instruments requiring execution on behalf of the Corporation, after such have been approved by the board of directors, shall be executed by two (2) officers or one (1) officer and the head coach.

11.5 Controversies. In the event that the board of directors is made up of an even number of directors and in the event of a controversy arising pertaining to the affairs of the Corporation, wherein the board of directors may be evenly divided, such controversy or controversies shall be determined by a Board of Arbitration, and within two (2) days after the receipt in writing by the other side to said controversy of the name of the party so selected, the party so notified shall select a disinterested person to act as a member of said Board of Arbitration, and within three (3) days after such latter selection, the two persons so chosen shall select a third member of the Board of Arbitration. A majority decision of the three parties so selected shall be binding upon the board of directors of the Corporation. If the two parties first selected fail to agree upon a third member of the Board of Arbitration, the either side of said controversy by petition the Superior

Court of the State of Arizona to appoint a third member to the Board of Arbitration.

ARTICLE XII REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered or amended, or substitute bylaws may be adopted, at any time only by a majority of the board of directors.

CERTIFICATE OF SECRETARY I, Bee Schlotec, do hereby certify: (1) That I am the duly appointed and acting President of Sonoran Desert Aquatics, an Arizona nonprofit corporation; and (2) That the foregoing Amended and Restated Bylaws, comprising 12 pages, constitute the bylaws of said Corporation as duly adopted by the written consent of the board of directors on the Eighth day of May, 2024.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this twenty-third day of June, 2024.

//Signed, _____, Dated,