

**BYLAWS
OF
GREATER KNOXVILLE AREA INTERCLUB SWIMMING ASSOCIATION, INC.**

These Bylaws shall regulate the affairs of Greater Knoxville Area Interclub Swimming Association, Inc., a Tennessee nonprofit corporation (the "Corporation"), subject to the provisions of the Corporation's Charter and the Tennessee Nonprofit Corporation Act.

**ARTICLE I
MEMBERS**

The Corporation will not have members.

**ARTICLE II
BOARD OF DIRECTORS**

1 General Powers and Qualifications. All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors (the "Board"). All directors must be natural persons, at least eighteen (18) years of age, who (i) are interested in the furtherance of the purposes of the Corporation and (ii) dedicated to positively impacting the lives of children through sports.

2 Number. The number of directors shall be fixed from time to time by the Board, but shall never be less than the number required by law.

3 Election. Directors shall be elected by the directors then in office at a meeting at which a quorum is present. Each director shall hold office until the expiration of the term for which the director is elected, and thereafter until a successor has been elected and qualified

4 Meetings. The annual meeting of the Board shall be held at such time and place, either within or without the State of Tennessee, as may be designated from time to time by the Board. These meetings may be either in person or by conference call. Special meetings may be called at any time by the chairman of the Board, President, or any two (2) directors.

5 Notice of Directors' Meetings. All regular Board meetings may be held without notice. Special meetings shall be preceded by at least two (2) days notice of the date, time, and place of the meeting. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one adjournment.

6 Quorum and Vote. The presence of a majority of the directors at a meeting shall constitute a quorum for the transaction of business. The vote of a majority of the directors shall be the act of the Board.

7 Board Committees. The Board, by a resolution adopted by a majority of its members, may create one or more committees, consisting of one or more directors, and may delegate to such committee or committees any and all such authority as is permitted by law.

8 Indemnification. With respect to claims or liabilities arising out of service as a director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future

director (and such director's estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

ARTICLE III OFFICERS

1. Number. The Corporation shall have a President and a Secretary, and such other officers as the Board shall from time to time deem necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. Election and Term. The officers shall be elected by the Board. Each officer shall serve at the pleasure of the Board until such officer's resignation or removal.

3. Duties. All officers shall have such authority and perform such duties in the management of the Corporation as are normally incident to their offices and as the Board may from time to time provide.

4. Indemnification. With respect to claims or liabilities arising out of service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and such officer's estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

ARTICLE IV RESIGNATIONS, REMOVALS AND VACANCIES

1. Resignations. Any officer or director may resign at any time by giving written notice to the chairman of the Board, the President or the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then upon its delivery.

2. Removal of Officers. Any officer or agent may be removed by the Board at any time with or without cause.

3. Removal of Directors. The Board may remove any director, with or without cause, by the vote of two-thirds (2/3) of the directors then in office.

4. Vacancies. Newly created directorships resulting from an increase in the number of directors, and vacancies occurring in any office or directorship for any reason, including the removal of an officer or director, may be filled by the vote of a majority of the directors then in office, even if less than a quorum exists.

ARTICLE V TAX EXEMPTION PROVISIONS

1. Limitations on Activities. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code.

2. Prohibition Against Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors or trustees, 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 distribution in furtherance of the purposes of the Corporation.

3. Distribution of Assets upon Dissolution. Upon dissolution of the Corporation, the Corporation's assets remaining after the payment of all the Corporation's creditors shall be distributed to _____ or, if _____ has been dissolved or is no longer a 501(c)(3) tax exempt organization, the [youth swimming organization] located closest to the Corporation's principal office, that is also a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE VI
ACTION BY WRITTEN CONSENT**

Action that is required or permitted to be taken at a meeting of the Board may be taken without such a meeting if all directors consent to taking such action without a meeting. If all directors so consent, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board.

**ARTICLE VII
WAIVER OF NOTICE**

Whenever a notice is required to be given under Tennessee law or these bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors or members of a committee of directors needs to be specified in any written waiver of notice.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

These bylaws may be amended, added to, or repealed by the Board as provided by statute.

CERTIFICATION

I certify that these bylaws for the Corporation were duly adopted effective as of the 25 day of October, 2011.



Trish Ownby, Secretary