

BYLAWS
OF
WEST HOUSTON AQUATIC LEAGUE, INC.

ARTICLE I - NAME AND PURPOSE

1.1 Name. The name of the corporation is the WEST HOUSTON AQUATIC LEAGUE (the "League").

1.2 Purpose. As stated in Article Four of the League's Articles of Incorporation (the "Articles"), the League is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provision hereafter in effect. The League shall accomplish its purposes by conducting a summer swim league for the benefit of children (under the age of 19) which (a) provides instruction and training to children in order to develop and improve their individual capabilities in the sport of swimming, (b) teaches and cultivates the ideals of good sportsmanship, (c) conducts swim meets which are operated on the basis of age groups, and (d) in general, advances the sport of organized swimming through qualified educational and competitive events. The League shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II- CHAPTER MEMBERSHIP

2.1 The League shall have one or more chapter swim teams, which chapters shall elect the Board of Directors as set forth in Article III.

2.2 All new chapter applications must be approved before or at the regular February Board meeting by a two-thirds (2/3) affirmative vote of the Board of Directors.

2.3 A swim team chapter may be ejected from the League according to the following procedure:

a. Four (4) written protests must have been filed during one (1) season according to the procedure set forth in the Policies adopted by the Board of Directors.

b. The scheduling of a vote on ejection must have been discussed and approved at a previous Board of Directors meeting.

c. At least thirty (30) days prior to the scheduled vote on ejection, the League president must notify, in writing, the director who is the chapter team representative as to the scheduled date of the Board of Directors meeting and the reason for the proposed ejection.

d. At least three-fourths (3/4) of the Board of Directors must be present at the Board meeting, and at least three-fourths (3/4) of the Board of Directors must affirmatively approve the ejection.

ARTICLE III - BOARD OF DIRECTORS

3.1 Number, Tenure, Election, and Vacancies. The direction and management of the affairs of the League and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board") which shall consist of not less than three (3) persons, and shall be based on the current number of chapter swim teams. The original number of directors shall be twenty-two (22).

Each swim team that is a chapter of the League shall elect one (1) director, and each director so elected shall have one (1) vote. No person shall serve as a director unless he or she has a family member swimming on a chapter swim team. Each director shall serve a one-year term from the date of his or her election and until the next Annual Meeting, or until his or her earlier death, resignation, removal by the swim team chapter that elected him or her, or permanent disability that renders such director incapable of fulfilling his or her duties as determined by the Board. Any removal by the swim team chapter that elected him or her shall be with or without cause. A vacancy shall be filled by vote of the respective chapter swim team.

3.2 Annual Meeting. Each year the Board shall hold one annual meeting for the introduction of duly-elected directors, the election of officers, and the transaction of such other business as may lawfully come before the meeting. The date of such meeting shall be no later than

ninety (90) days after the championship meet, and place of such meeting shall be determined by the Board. It shall be the duty of the secretary of the League to give at least ten (10) days notice of such meeting to each director in person, by regular mail, by electronic mail, by telephone, or by facsimile.

3.3 Order of Business. The order of business at the annual meeting shall be as follows:

- (a) Roll call.
- (b) Reading of the notice of the meeting.
- (c) Reading of the minutes of the preceding meeting and action thereon.
- (d) Reports of officers.
- (e) Introduction of elected directors.
- (f) Election of officers.
- (g) Miscellaneous business.

3.4 Regular Meetings. Regular meetings of the Board shall be held in January, February, March, April, May, and June of each year, at a place and time determined by the Board. It shall be the duty of the secretary to give at least five (5) days notice of such regular meetings to each director in the manner described in Section 3.2 above.

3.5 Special Meetings. Special meetings of the Board shall be held whenever called by the secretary of the League upon the direction of the president of the League or upon the written request of any six (6) directors; and it shall be the duty of the secretary of the League to give at least two (2) days notice of such special meetings to each director in the manner described in Section 3.2 above.

3.6 Quorum for Meetings and Voting. A majority of the directors in office shall constitute a quorum for the transaction of business at all meetings convened according to these bylaws, and any act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, unless otherwise specifically provided by the Articles of Incorporation or these Bylaws. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

Each director may miss one meeting per year, but thereafter, his or her chapter swim team shall be fined \$50.00 for each meeting that the director has missed.

ARTICLE IV - GENERAL OFFICERS

4.1 Election. The officers of the League shall be a president, vice president, secretary, and treasurer and such other officers as may be determined and selected by the Board. The Board, at its first meeting and annually thereafter at the annual meeting, shall elect the officers. The officers so elected shall hold office for a period of one year and until their successors are duly elected and qualify; provided, however, that no person may serve more than two (2) consecutive years in the same office. The offices of president and secretary may not be held by the same person. No coach or assistant coach may serve as an officer.

4.2 Attendance at Meetings. The president, and in the president's absence, the vice president, shall call meetings of the Board to order, and shall act as chairman of such meetings. The secretary of the League shall act as secretary of all such meetings, but in the absence of the secretary, the chairman may appoint any person present to act as secretary of the meeting.

4.3 Duties. The principal duties of the several officers are as follows:

(a) President. The president shall preside at all meetings of the Board. The president shall be the chief executive officer of the League, and subject to the direction of the Board, shall have general charge and supervision of the administration of the affairs and activities of the League. The president shall see that all orders and resolutions of the Board are carried into effect, shall sign and execute all legal documents and instruments in the name of the League when authorized so to do by the Board, and shall perform such other duties as may be assigned from time to time by the Board. The president shall also submit a report of the activities and affairs of the League at each annual meeting of the Board and at other times when called upon so to do by the Board.

(b) Vice President. The vice president shall discharge the duties of the president in the event of the president's absence or disability for any cause whatever,

and shall perform such additional duties as may be prescribed from time to time by the Board.

(c) Secretary. The secretary shall have charge of the records and correspondence of the League under the direction of the president, and shall be the custodian of the seal of the League. The secretary shall give notice of and attend all meetings of the Board, and shall take and keep true minutes of all meetings of the Board. The secretary shall discharge such other duties as shall be assigned by the president or the Board. In case of the absence or disability of the secretary, the Board may appoint an assistant secretary to perform the duties of the secretary during such absence or disability.

(d) Treasurer. The treasurer shall keep account of all moneys, credits, and property of the League and all moneys received and disbursed by the League. Except as otherwise ordered by the Board, the treasurer shall have the custody of all the funds and securities of the League and shall deposit the same in such banks or depositories as the Board shall designate. The treasurer shall keep proper books of account showing at all times the amount of the funds and other property belonging to the League, all of which books shall be open at all times to the inspection of the Board. The treasurer shall also submit a report of the accounts and financial condition of the League at each annual meeting of the Board. The treasurer shall, under the direction of the Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the League, which checks, however, may also be required by the Board to be signed by the president or vice president, or in case of their absence or disability, by such member of the Board as the Board shall designate. In general, the treasurer shall perform all the duties which are incident to the office of treasurer, and shall perform such additional duties as may be prescribed from time to time by the Board. In case of the absence or disability of the treasurer, the Board may appoint an assistant treasurer to perform the duties of the treasurer during such absence or disability.

4.4 Vacancies. Whenever a vacancy shall occur in any general office of the League, such vacancy shall be filled by the Board by the election of a new officer who shall hold office until the next annual meeting and until his or her successor is elected and qualifies.

ARTICLE V - APPOINTED OFFICERS AND AGENTS

The Board may appoint such officers and agents in addition to those provided for in Article IV as may be deemed necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All appointed officers and agents shall hold their respective offices or positions at the pleasure of the Board, and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

ARTICLE VI - EXECUTIVE COMMITTEE

6.1 Executive Committee. The officers of the League shall serve as an Executive Committee. Subject to the direction of the Board, the Executive Committee, if the Board so decides, may have the immediate charge, management and control of the activities and affairs of the League, and have full power in the intervals between the meetings of the Board to do any and all things in relation to the affairs of the League and to exercise any and all powers of the Board in the management and direction of the affairs of the League. The Executive Committee shall keep a record of its proceedings and report the same to the Board at each succeeding meeting of the Board. A majority of members of the Executive Committee shall constitute a quorum.

6.2 The Board may establish such other committees from time to time as may be deemed necessary, who shall have such authority and perform such duties as shall be from time to time prescribed by the Board.

ARTICLE VII - AMENDMENTS

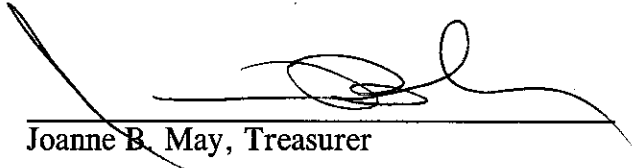
The Articles and these bylaws may be amended by two-thirds (2/3) vote of the Board at any meeting of the Board, provided that notice of the proposed amendment shall have been given to each director in writing at least three days prior to such meeting. Prior notice of any proposed amendment shall not, however, be necessary at any meeting of the Board at which two-thirds (2/3) of the directors of the corporation are present.

ARTICLE VIII - INDEMNIFICATION

The League shall indemnify its officers and directors (or former officers and directors) to the fullest extent provided by Article 1396-2.22A of the Texas Nonprofit Corporation Act, or corresponding provision hereafter in effect.

CERTIFICATE

I, Joanne B. May, hereby certify that I am the treasurer of WEST HOUSTON AQUATIC LEAGUE, INC., a Texas nonprofit corporation, and that attached hereto is a true and correct copy of the original bylaws of the corporation, which bylaws have not been amended, modified, or revoked, and are in full force and effect on the date hereof.



Joanne B. May, Treasurer

5-14-2

Date