BYLAWS OF THE
DAYTON RAIDERS SWIM CLUB, INC.
ADOPTED June 26, 2022

ARTICLE I, NAME

The name of this corporation shall be Dayton Raiders Swim Club, Inc. The business of the corporation may be conducted as Dayton Raiders Swim Club, Dayton Raiders, DRSC, DR, or DR-OH.

ARTICLE II, PURPOSE, POWERS AND LIMITATIONS

2.01 Purpose

The purpose of the corporation is as set forth in the Amended and Restated Articles of Incorporation. The corporation is organized and operated within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future Federal tax laws).

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. Dayton Raiders Swim Club is an Ohio non-profit public benefit corporation, recognized as tax exempt under section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these bylaws, no Director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, officer, member, or other private person, 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 set forth in the Articles of Incorporation and these bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Dayton Raiders Swim Club, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent Federal tax laws) which organization

or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Dayton Raiders Swim Club hereunder shall be selected in the discretion of a majority of the Board of Directors of the Dayton Raiders Swim Club (the "Board"), and if its members (the "Directors") cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Dayton Raiders Swim Club, by one (1) or more of its Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Ohio.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Dayton Raiders Swim Club, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Ohio to be added to the general fund.

ARTICLE III, MEMBERSHIP

3.01 Eligibility

The corporation shall have two (2) classes of members. The Board may specify procedures governing applications for membership and action thereon, and for termination of membership for non-payment of fees or other good cause.

(a) "Adult Member" shall be defined as any adult participating as a Team Member, as later defined, or any parent, legal guardian or other persons having custody of a Dayton Raiders Swim Club Team Member, or those persons responsible for a Team Member's assigned fees and compliance with the limitations as set forth in these bylaws and other governing documents of the corporation.

(b) "Team Member" or "Athlete" shall be defined as any Dayton Raiders Swim Club competitive swimming participant, upon payment of appropriate fees and compliance with the limitations as set forth in these bylaws and other governing documents of the corporation.

3.02 Standing

Membership in good standing is maintained so long as assigned fees and registrations are paid in full on or before the 15th day of the month, and provided that the member abides by these bylaws, the Disciplinary Code and Procedures, and any such rules and policies established by the Board. Failure to comply with the aforementioned will result in termination of membership following the procedures prescribed in the membership Termination Policy.

3.03 Voting Rights

(a) Adult Members in good standing of the corporation shall be eligible to serve on the Board and entitled vote on matters in accordance with these bylaws or on matters submitted by the Board to a vote of the membership.

However, Adult Members are only entitled to one (1) vote per household where a Team Member, or Team Members (regardless of the number of Team Members) reside. For example, if a family has two (2) parents and three (3) Team Members living in a single household, that household will only be entitled to one (1) vote. Should Sibling Team Members primarily reside in two (2) different residences with different Adult Members, each Adult Member shall be entitled to one (1) vote each. Under no circumstance shall the number of Adult Member votes exceed the number of their respective Team Members.

(b) Notwithstanding the forgoing, at any time, should a petition to vote on any Dayton Raiders Swim Club issue be signed by a number of Adult Members equal to or greater than ten percent (10%) of the number of Team Members, the Board shall be required to call a special meeting of the Adult Members (a "Special Membership Meeting") which shall take place not later than thirty (30) calendar days from the date the petition was submitted to the Board. Should the petition pass by a majority of the Quorum of Adult Members that vote, the Board shall be required to implement the requirements of the petition within thirty (30) days of the vote. Should any portion of the petition conflict with any laws which bind the Dayton Raiders Swim Club, the Board shall implement the terms of the petition to the extent that does not conflict with such laws.

3.04 Meetings

(a) Annual Meeting. A meeting of Adult Members for the election of Directors (as applicable for any given year) and for the transaction of such other business as may be brought before the meeting shall be held annually ("Annual Meeting") on a date to be fixed by the Board at the time, place and of manner to be fixed by the Board and stated in the notice of the meeting.

(b) Regular Meeting. At regular intervals, but not less frequently than quarterly, the Board shall hold a meeting for the conduct of the affairs of the Dayton Raider Swim Club (a "Regular Meeting") in accordance with these bylaws.

(c) Special Meetings. A meeting of the Adult Members may be called at any time by the Board, for any purpose or purposes (a "Special Meeting") prescribed in the notice of the meeting and shall be held at such place or manner, on such date and at such time as the Board may fix. Business transacted at any Special Meeting of the Adult Members shall be confined to the purpose of purposes stated in the notice of the meeting.

(d) Special Membership Meeting. A Special Membership Meeting shall have the meaning as described in voting rights, section 3.03 of these bylaws, and shall be called by the Board in accordance with that same section of these bylaws, should it become necessary.

(e) Notice of Meetings. Notice of the time, place or manner of any aforementioned meeting, and in the case of a Special Meeting or a Special Membership Meeting, the purpose or purposes for which the meeting is called, shall be given to each Adult Member via their email of record at the Dayton Raider Swim Club, not less than seven (7) calendar days and no more than sixty (60) calendar days before such meeting. Additionally, notice of an Annual Meeting, Regular Meeting, Special Meeting, or Special Membership Meeting shall be published on the Dayton Raider Swim Club website to serve as a secondary notice of the meeting to the membership.

(f) Quorum. Adult Members who attend Annual Meetings and Special Meetings shall constitute a quorum capable of transacting all business properly brought before the meeting. In the case of a Special Membership Meeting, a number of Adult Members equal to or greater than twenty-five

percent (25%) of the number of Team Members shall constitute a quorum capable of transacting all business properly brought before the Special Membership Meeting.

(g) Telephone and Remote Meetings. Members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Meetings of the members do not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communication technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted, pose questions, and make comments.

(h) Action by Ballot. Adult Members may take action by casting a vote by ballot. A ballot shall be in paper or electronic format and shall comply with any requirements under Ohio law. A majority of the Adult Members having cast a ballot shall determine any matter, unless a different vote is required by Ohio law, by the Amended and Restated Articles of Incorporations, or by these bylaws.

ARTICLE IV, BOARD OF DIRECTORS

4.01 Status and Powers

The Board shall be the governing body of the corporation and is solely responsible for its financial affairs and membership growth. The Board is responsible for hiring employees and for the appointment, conduct and performance of all committees. The Board is responsible for the generation, sustainment and application of revenue, investments, real property oversight, and donations. The Board shall provide broad policy direction for the corporation. The Board may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by Ohio law, the Amended and Restated Articles of Incorporation, or these bylaws. The Board may delegate to a committee consisting of the President, Vice President, and Treasurer (the "Executive Committee") responsibility for management of limited and specific affairs of the corporation consistent with any policies established by the Board.

4.02 Composition

(a) Board Composition. The Board shall consist of at least three (3) and not more than nine (9) Directors elected by the Adult Members.

(b) Ex Officio Members. The Head Coach, Chief Executive, Executive Director, General Manager, or other such employees designated by the Board will serve as ex officio, non-voting members of the Board.

4.03 Quorum

A majority of the voting Directors in office shall constitute a quorum of the Board.

4.04 Voting

A majority vote of those present and voting shall constitute a decision by the Board unless otherwise provided by Ohio law, the Amended and Restated Articles of Incorporation, or these bylaws.

4.05 Terms of Office

(a) Directors shall be elected to serve for a term of three (3) years, and shall be eligible for reelection or reappointment, subject to the provisions of these bylaws. An elected Director may also be removed with or without cause by a simple majority vote of the voting Adult Members.

(b) Director terms shall be staggered so that approximately one-third of the Directors will end their terms in any given year.

(c) Directors may serve not more than two (2) full terms in succession. Any partial term that exceeds eighteen (18) months shall be considered a full term.

(d) The term of office shall be considered to begin August 1 and end July 31 of the third year in office. A Director position may be nominated to serve a term less than three (3) years should the Board deem it necessary to realign the Director terms to achieve approximately one-third staggering of Director terms. A Director term may be extended up to six (6) months by a vote of the Directors, after which a successor must be elected in accordance with these bylaws, or the position shall remain vacant until such time as a successor has been duly elected.

(e) Upon adoption of these bylaws, the Board shall determine terms for the currently sitting Directors consistent with Section 4.05 (a), (b), (c), and (d).

4.06 Vacancies

Any vacancy occurring on the Board may be filled by an Adult Member selected by the Board who will serve as a Director until the soonest of any Annual, Special, or Special Membership Meeting whereupon the unelected Director must be elected by the Adult Members for the unexpired term subject to these bylaws. Any other Adult Member may self-nominate for the same vacancy being held by the unelected Director, or for any other Director vacancy, and the Board shall conduct a vote of the Adult Members for the Director nominees in accordance with these bylaws not later than the next Annual Meeting.

4.07 Meetings

The Board must hold an Annual Meeting once per calendar year. The Board must hold Regular, Special or Special Membership Meetings at the call of the Board President or any two Directors, or as otherwise required by these bylaws. Notice of the date, time, place, or method of the meeting shall be given to each Director and the Adult Members in accordance with section 3.04 of these bylaws.

4.08 Manner of Acting

(a) Unless otherwise provided by the bylaws and policies, Robert's Rules of Order, Revised Edition may guide the transaction of business.

(b) Members of the Board (and Adult Members and Team Members when appropriate) may participate in any meeting of the Board by means of conference telephone or any means of communication by which all Directors participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

(c) Any action required by law, or any action that may be taken at a meeting of Directors, may be taken without a meeting if each Director signs a consent in the form of a record describing the action to be taken and delivers it to the Board President. Unanimous consent has the effect of

action taken at a meeting of the Board and may be described as such in any document. Consents may be transmitted electronically.

(d) Informal Action By The Board. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum of Board members gives consent.

(e) Any action or informal action taken by the Board via consent, as described in sections (c) and (d) above, shall be published or otherwise promulgated to the membership within seven (7) calendar days of the action or informal action by consent.

4.09 Compensation for Board Members Services

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and Ohio law.

ARTICLE V, OFFICERS

5.01 Board Officers

The officers of the corporation shall be a Board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board. Each Board officer shall have the authority and shall perform the duties set forth in these bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

5.02 Term of Office

Each officer shall serve a three-year term of office and may not serve more than two (2) consecutive terms of office. Unless unanimously elected by the Board to an additional term at the end of his/her two (2) three-year terms, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

5.03 Removal and Resignation

The Board may remove an officer at any time, via simple majority vote, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective. The Adult Members may remove any officer or Director, via simple majority vote, during a Special Membership Meeting, in accordance with these bylaws. Additionally, Adult Members petitioning for removal of an officer or Director are encouraged to propose an Adult Member to the Board for consideration as replacement for the Director petitioned for removal.

5.04 Board President

The Board president shall be the chief volunteer officer of the corporation. The Board president shall lead the Board in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board, and shall perform all other duties incident to the office or properly required by the Board.

5.05 Vice President

In the absence or disability of the Board president, the ranking vice-president or vice-president designated by the Board shall perform the duties of the Board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the Board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board or the Board president. The vice-president shall normally accede to the office of Board president upon the completion of the Board president's term of office.

5.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors, and such minutes shall be published on the Dayton Raiders Swim Club website or otherwise promulgated to the membership. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these bylaws. The secretary shall cause notice to be given of all meetings of Directors and committees as required by the bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Board president. The secretary may appoint, with approval of the Board, a Director or Adult Member to assist in performance of all or part of the duties of the secretary.

5.07 Treasurer

The treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board on a timely basis or as may be required by the Board. The treasurer shall perform all duties properly required by the Board or the Board president. The

treasurer may appoint, with approval of the Board, a qualified fiscal agent or Adult Member to assist in performance of all or part of the duties of the treasurer.

5.08 Non-Director Officers

The Board may designate additional officer positions of the corporation and may appoint and assign duties to other non-Director officers of the corporation, such as the Head Coach, Chief Executive, Executive Director, or General Manager.

ARTICLE VI, COMMITTEES

6.01 Committees

The Board may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of one or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

(a) take any final action on matters which also requires Board members' approval or approval of a majority of the Adult Members;

(b) fill vacancies on the Board of in any committee which has the authority of the Board;

(c) amend or repeal bylaws or adopt new bylaws;

(d) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

(e) appoint any other committees of the Board or the members of these committees;

(f) expend corporate funds to support a nominee for Director; or

(g) approve any transaction (1) to which the corporation is a party and one or more Directors have a material financial interest, or (2) between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest.

6.02 Meetings and Action of Committees. Each committee shall meet at such times and places as may be specified after due notice to its members by the appointing authority. Unless otherwise provided in the resolution of the Board designating a committee or its charter, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with policies adopted by the Board.

ARTICLE VII, CONTRACTS, CHECKS, LOANS, AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority in writing to execute such documents in accordance with policies approved by the Board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.03 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 depository as the Board or a designated committee of the Board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

ARTICLE VIII, MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from September 1 to August 30 of the following year.

8.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

8.04 Bylaw Amendment

These bylaws may be amended, altered, repealed, or restated, in accordance with section 4.08 of these bylaws, by a vote of the majority of the Directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds vote of a quorum of Directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

(d) that an amendment does not affect the voting rights of Adult Members, nor their right to petition for a Special Membership Meeting with a vote on any issue. An amendment that does affect the voting rights of Adult Members requires ratification by a two-thirds vote of a quorum of the Adult Members at an Annual Meeting or a Special Meeting.

ARTICLE IX, AMENDMENTS OF ARTICLES OF INCORPORATION

9.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated bylaws of the Dayton Raiders Swim Club were approved by the Dayton Raiders Swim Club Board of Directors on June 26, 2022, and constitute a complete copy of the bylaws of the corporation.

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Christie Linard, Secretary

Date: June 26, 2022