

**BYLAWS
OF
THE UPPER DUBLIN HIGH SCHOOL SWIM AND DIVING TEAMS BOOSTER CLUB**

ARTICLE I. NAME; OFFICES

1.1. Name. The name of the corporation (the “Corporation”), duly incorporated as a nonprofit corporation under the laws of the Commonwealth of Pennsylvania, shall be “The Upper Dublin High School Swim and Diving Teams Booster Club”.

1.2. Registered Office. The registered office of the Corporation, required by law to be maintained in the Commonwealth of Pennsylvania, shall be located at 305 Summit Avenue, Fort Washington, Pennsylvania 19034. The address of the registered office may be changed from time to time in the sole discretion of the Board of Directors (as defined herein).

1.3. Principal Office; Other Offices. The principal place of business of the Corporation may be, but need not be, the same as the registered office of the Corporation. The Corporation may also have offices at such other places, within or without the Commonwealth of Pennsylvania, where it is qualified to do business, as its business and activities may require and as the Board of Directors may from time to time designate.

ARTICLE II. PURPOSE

2.1. Specific Purposes. The specific objectives and purposes of the Corporation shall to provide parental and community support for the activities of the Upper Dublin High School girls and boys swim and diving teams, including, but not limited to:

(a) personal support by attendance at meets and fostering school spirit by encouraging the coaches and all team members, as well as participation in booster club and team activities, consistent with Upper Dublin School District policies and procedures;

(b) financial support by raising and contributing funds, 100% of which will be used for the benefit of the swim team, including but not limited to supplemental athletic wear and equipment, banquets, gifts, trips, training and other team activities; and

(c) community support by communicating about the team activities and advocating for the needs of the team to the Upper Dublin Swimming and Diving Foundation, the Upper Dublin Aquatic Club, the Upper Dublin School District, Upper Dublin Township and others.

ARTICLE III. DIRECTORS

3.1. Number. Administration of the Corporation shall be vested in a board of directors (the “Board of Directors”) which shall consist of no more than six (6) and no less than (3) members. Subject to the provisions of the laws of the Commonwealth of Pennsylvania and any limitations in the Articles of Incorporation and these Bylaws relating to action required or

permitted to be taken or approved by the members, if any, of the Corporation, the activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of, the Board of Directors.

3.2. Duties. It shall be the duty of the members of the Board of Directors to (i) perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation or these Bylaws, (ii) appoint and remove, employ, supervise and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation, and (iii) meet at such times and places as required by these Bylaws. The Board of Directors shall strive to ensure that its membership is fully representative of the varied interests of the community.

3.3. Term of Office. Each director shall hold office for a period of two (2) years or until his or her successor is elected and qualified. Directors may resign by letter to the President or by statement of resignation at a meeting of the Board of Directors. Vacancies which occur on the Board of Directors for any reason shall be filled for that person's unexpired term by appointment by the President with approval by a majority vote of the full Board of Directors.

3.4. Election. If the Corporation makes no provision for members, then, at the first regular meeting of the Board of Directors held each calendar year, directors shall be elected by the prior year's Board of Directors. Each director shall cast one (1) vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board of Directors. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the Board of Directors.

3.5. Compensation. Directors shall serve without compensation.

3.6. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four times per year. The location of the meeting shall be selected by the President and announced to the members of the Board of Directors at least ten (10) days before the meeting. Notice of all meetings shall be given to each member of the Board of Directors by (i) leaving such notice with the member at his or her usual place of business or residence, (ii) by mailing the same, postage prepaid, addressed to the member at his or her usual place of business or residence, at the addresses as they appear on the books of the Corporation, or (iii) by email to an address provided to the Board of Directors by such director.

3.7. Special Meetings. The President, or a majority of the full Board of Directors, may call a special meeting of the Board of Directors upon five (5) days' prior written notice to all members of the Board of Directors of the time, place and purpose of the special meeting.

3.8. Quorum for Meetings. A quorum shall consist of a simply majority of the members of the Board of Directors.

3.9. Voting. Each member of the Board of Directors shall have one (1) vote. Proxy voting is not permitted.

3.10. Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors,

unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors. Meetings of the Board of Directors shall be conducted in accordance with generally accepted rules of procedure. Voting shall be by voice vote unless an officer or director requests a vote by roll call or written ballot. Any action that may be taken by directors at a meeting may be taken by directors in the absence of a meeting with the unanimous consent of all directors, in writing, setting forth the particular action to be taken.

ARTICLE IV. OFFICERS

4.1. Designation of Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other such officers with such titles and duties as may be determined from time to time by the Board of Directors.

4.2. Qualifications. Any person may serve as officer of the Corporation. Notwithstanding the foregoing, in order to be eligible to serve as President, a person must be a current member of the Board of Directors. The officers shall be elected by a simple majority of the full Board of Directors in attendance at a regular meeting of the Board of Directors.

4.3. Election and Term of Office. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed.

4.4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation.

4.5. President. The President (or Co-Presidents) shall (i) be the executive officer(s) of the Corporation, (ii) preside at all meetings of the Board of Directors and (iii) appoint all committees and serve as an ex-officio member of all committees.

4.6. Vice-President. The Vice-President shall perform the duties of the President in his or her absence.

4.7. Secretary. The Secretary shall (i) be the person charged with the duty to record minutes of all meetings of the Board of Directors, (ii) maintain communications among the Board of Directors, (iii) keep the names and addresses of officers, directors and members of all committees authorized by these Bylaws, (iv) send notices of meetings to members of the Board of Directors and (v) perform such other duties as requested by the President.

4.8. Treasurer. The Treasurer (or Co-Treasurers) shall (i) receive all money of the Corporation, (ii) keep accounts of receipts and expenditures, (iii) pay bills as authorized by the Board of Directors and account to the Board of Directors when requested, (iv) serve as chair of the Finance Committee, (v) develop means of maintaining financial viability and (vi) perform such other duties as requested by the President.

4.9. Vacancies. A vacancy in the office of President shall be filled by the Vice President. A vacancy in the office of Vice President shall be filled by the Secretary. A vacancy in the offices of Secretary or Treasurer shall be filled for the unexpired term from an existing member of the Board of Directors by a simple majority vote of the full Board of Directors.

4.10. Compensation. Officers shall serve without compensation.

ARTICLE V. COMMITTEES

5.1. Committees. The Corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the Board of Directors.

5.2. Meetings and Action of Committees. Meetings and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors.

ARTICLE VI. PERSONAL LIABILITY; INDEMNIFICATION

6.1. Personal Liability. The directors and officers of the Corporation shall not be personally liable for the debts, liabilities or other obligations of the Corporation, or for monetary damages for any action taken, or any failure to take any action, as a director or officer except as prohibited by law, and such directors and officers shall be indemnified by the Corporation to the fullest extent permissible under the laws of the Commonwealth of Pennsylvania.

6.2. Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, including actions by or in the right of the Corporation, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorneys' fees), judgments, fines, excise taxes and settlement amounts actually and reasonably paid or incurred by such persons in connection with such action, suit or proceeding. However, indemnification under this Article VI shall not be made in any case where a court determines that the act or failure to act giving rise to the claim constituted willful misconduct or recklessness or that indemnification is otherwise prohibited by law.

6.3. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who may be indemnified under this Article VI, against any liability asserted against and incurred by the person, whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE VII. BOOKS AND RECORDS

7.1. Maintenance of Records. The Corporation shall keep at its principal office (i) correct and complete books and records of corporate accounts, (ii) minutes of the proceedings of the Board of Directors (and committees having any of the authority of Board of Directors), (iii) a conformed copy of the Articles of Incorporation and Bylaws and (iv) copies of all

correspondence and filings with the Internal Revenue Service. All books and records of the Corporation may be inspected by any officer or director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII. EXECUTION OF DOCUMENTS

8.1. Authorization. No contract shall be binding on the Corporation unless signed by an officer of the Corporation or as otherwise approved by the Board of Directors.

ARTICLE IX. AMENDMENTS

9.1. Amendment. The Board of Directors shall have the power to amend or repeal these Bylaws from time to time by a two thirds (2/3) vote of the full Board of Directors voting at the meeting following the meeting at which any proposed amendment is introduced.

ARTICLE X. FISCAL YEAR

10.1. Fiscal Year. The fiscal year of the Corporation shall be June 30th.

ARTICLE XI. CONSTRUCTION AND TERMS

11.1. Conflicting Provisions. If there is any conflict between the provisions of the Articles of Incorporation and these Bylaws, the provisions of the Articles of Incorporation shall govern.

11.2. Severability. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

11.3. References. All references in these Bylaws to a section or sections of the Code shall be to such sections of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of any future federal tax code.

Dated: September _10_, 2010