
BYLAWS
OF
SAN FRANCISCO TSUNAMI SWIM CLUB

a California Nonprofit Public Benefit Corporation

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ARTICLE I
Offices

Section 1.1 Principal Executive Office.

The principal executive office of the corporation shall be located at: 584 Castro Street #145, San Francisco, CA 94114. The Board of Directors (the “Board”) may change the location of this office. Any such change shall be noted on these Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 1.2 Other Offices.

Other offices may at any time be established at any place or places specified by the Board.

ARTICLE II
Membership

Section 2.1 Members.

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

Section 2.2 Associates.

Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Corporations Code. The corporation shall have one class of nonvoting associates (“General Members”), which may include any adult, 18 years of age or older, who is interested in amateur sports and/or improvement of his/her aquatics skills and who satisfies the following eligibility criteria:

- (a) General Members must be current in their payment of the annual membership dues of the corporation, fixed by the Board from time to time, coaching fees fixed by the Board from time to time, and registration requirements of Pacific Masters

Swimming, Inc. (“PMS”), United States Masters Swimming, Inc. (“USMS”) or United States Synchronized Swimming (“USA Synchro”).

- (b) Each General Member who swims at a workout organized by the corporation must:
 - (i) Maintain current registration as a member of a PMS/USMS-recognized organization, as an unattached PMS/USMS member, as a member of USA Synchro, or as a member of a National Governing Body recognized by the Federation Internationale de Natacion Amateur (“FINA”). A General Member may be barred from the practice area if she or he cannot produce a current registration card;
 - (ii) Pay coaching fees to be determined by the Board and to be reviewed and adjusted as necessary; and
 - (iii) Pay any pool use fees imposed by San Francisco Recreation and Park Department (“SFRP”).
- (c) Any General Member who is unable to pay annual membership dues or coaching fees because of financial hardship or other special circumstances may apply to have his/her dues and fees adjusted by written petition to the Board.
- (d) All coaches will be excused from paying all dues and fees while performing coaching duties, except she or he must maintain current PMS registration.
- (e) All lifeguards employed by SFRP will be excused from paying all dues and fees, except they must maintain current PMS registration.

The Board may establish the dues, fees, or other conditions for nonvoting membership in the corporation.

ARTICLE III

Board of Directors

Section 3.1 Powers.

Subject to the provisions of the California Corporations Code, 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. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the other officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.
- (c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 3.2 Number of Directors.

The authorized number of directors of the corporation shall not be less than five (5) nor more than eleven (11) until changed by amendment of the Articles of Incorporation or by a bylaw amending this section 3.2. The exact number of directors shall be fixed from time to time, within the limits specified in this section by the Board.

Subject to the above provisions for changing the number of directors, the authorized number of directors of the corporation shall be eleven (11).

Section 3.3 Election and Term of Office.

The directors shall be designated at each annual meeting of the Board, but, if any such annual meeting is not held or the directors are not designated at the meeting, the directors may be designated at any meeting of the Board. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. A director may succeed himself or herself in office.

Section 3.4 Vacancies and Removal.

A vacancy in the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation or removal of any director; (ii) the declaration by the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty arising as a result of the California Corporations Code dealing with standards of conduct for a director; (iii) an increase in the authorized number of directors; or (iv) the failure of the directors, at any annual or other meeting of directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Section 3.8 that such action would be considered at the meeting.

Vacancies in the Board may be filled by a majority of the directors present at a meeting at which a quorum is present, or if the number of directors then in office is less than a quorum, (a) by the unanimous written consent of the directors then in office, (b) by the vote of a majority of the directors then in office at a meeting held pursuant to notice or waiver of notice in compliance with these Bylaws, or (c) by a sole remaining director. Each director so elected shall hold office until his or her successor is elected at an annual or other meeting of the Board.

Any director may resign effective upon giving written notice to the Chairperson of the Board (if there is such an officer appointed), the President, the Secretary or the Board of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 3.5 Place of Meetings.

Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by the Board. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting. Notwithstanding the above provisions of this Section 3.5, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Section 3.6 Annual Meeting.

The Board shall hold a regular meeting on the first Monday of December of each year, unless the Board fixes another date, for the purpose of electing directors and appointing officers of the corporation, and for the transaction of other business. The annual meeting may be held without notice.

Section 3.7 Other Regular Meetings.

Other regular meetings of the Board may be held without call or notice at such times as fixed by the Board.

Section 3.8 Special Meetings.

Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board (if there is such an officer appointed), the President, any Vice-President, the Secretary, or any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, telegraph, facsimile, electronic mail message, or mail, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least three (3) days prior to the time of the holding of the meeting. In case such notice is delivered, personally or by telephone, telegraph, facsimile or electronic mail message, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Any such transmission of notice, as above provided, shall be due, legal and personal notice to such director. As used herein, notice by telephone shall be deemed to include a voice messaging system or other system or technology designed to record and communicate messages to the recipient, including the recipient's designated voice mailbox or address on such a system.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.9 Action at a Meeting: Quorum and Required Vote.

Presence of a majority of the authorized number of directors at a meeting of the Board constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws.

Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Corporations Code.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting, subject to any applicable requirements for approval by a greater number or a disinterested majority.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this paragraph constitutes presence in person at such meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this paragraph constitutes presence in person at such meeting, if (1) each member participating in the meeting can communicate with all of the other members concurrently, (2) each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation, and (3) the corporation adopts and implements some means of verifying that (a) a person

participating in the meeting is a director or other person entitled to participate in the meeting, and (b) all actions of, or votes by, the board are taken or cast only by the directors and not by persons who are not directors.

Section 3.10 Adjourned Meeting and Notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 3.11 Action Without a Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, other than any “interested director” as that term is defined in Section 5233 of the California Corporations Code, shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 3.12 Fees and Compensation.

Directors and members of committees may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board.

ARTICLE IV Committees

Section 4.1 Committees.

The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Corporations Code also requires approval of the members or approval of a majority of all members (such limitation of committee action shall apply whether or not the corporation has members);
- (b) The filling of vacancies on the Board or in any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express

terms is not so amendable or repealable;

- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) Except to the extent provided by Section 5233 of the California Corporations Code, the approval of any self-dealing transaction, as such transactions are defined in said Section.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

The committees the Board may designate include, but are not limited to, Coaching, Membership & Development, Fundraising and Social. The Board may from time to time choose to designate other committees.

Section 4.2 Committees That Include Other Than Board Members.

The Board may, by resolution, designate one or more committees whose members need not be composed entirely of Board members. Such committees shall not have the authority of the Board. However, the Board may delegate powers to any such committee as provided for in Section 4.1 of these Bylaws, except that the Board may not delegate any of the powers enumerated in Section 4.1 of these Bylaws.

Section 4.3 Meetings and Actions of Committees.

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Section 3.5 through Section 3.11 of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

The Board may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

ARTICLE V

Officers

Section 5.1 Officers.

The officers of the corporation shall consist of the President, the Secretary and the Treasurer, and each of them shall be appointed by the Board from among the then-current members of the Board. The corporation may also have a Chairperson of the Board, one or more Vice-Presidents, one or more Assistant Secretaries and Assistant Treasurers, and such other officers as may be appointed by the Board, or with authorization from the Board by the President or some other officer. The corporation may also have Co-Presidents who shall share the duties of the President described in Section 5.3. The order of the seniority of the Vice-Presidents shall be in the order of their nomination, unless otherwise determined by the Board. The Board shall designate one officer as the chief financial officer of the corporation. In the absence of such designation, the Treasurer shall be the chief financial officer. Any two or more offices may be held by the same person. The Board may appoint, and may empower the President or another officer to appoint, such other officers as the activities of the corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Any officer may be removed, either with or without cause, by the Board at any time, or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

A vacancy in any office because of death, resignation, removal, disqualification or any cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

The salary and other compensation, if any, of the officers shall be fixed from time to time by resolution of or in the manner determined by the Board.

Section 5.2 Duties of the Chairperson of the Board.

The Chairperson of the Board (if there is such an officer appointed) shall, when present, preside at all meetings of the Board and shall perform all the duties commonly incident to that

office. The Chairperson of the Board shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases and other written instruments to be executed by the corporation (except when by law the signature of the President is required), and shall perform such other duties as the Board may from time to time determine.

Section 5.3 Duties of the President.

Subject to such supervisory powers, if any, as may be given by the Board to the Chairperson of the Board, the President shall be the general manager and chief executive officer of the corporation and shall perform all the duties commonly incident to that office, including, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The President shall oversee and coordinate the activities of the Board and any committees thereof and shall administer the agendas of the meetings of the Board and the meetings of the General Members. The President shall preside in the absence of the Chairperson of the Board, or, if there be none, at all meetings of the Board, and shall perform such other duties as the Board may from time to time determine.

Section 5.4 Duties of Vice-Presidents.

The Vice-Presidents (if there be such officers appointed), in the order of their seniority unless otherwise established by the Board, may assume and perform the duties of the President in the absence or disability of the President or whenever the offices of the Chairperson of the Board (if any) and President are vacant. The Vice-Presidents shall have such titles, perform such other duties, and have such other powers as the Board or the President shall designate from time to time.

Section 5.5 Duties of the Secretary and Assistant Secretaries.

The Secretary shall be responsible for all necessary correspondence of the corporation, including the dissemination of information and agendas pertaining to meetings of the Board and meetings of the General Members. The Secretary shall give, or cause to be given, notice of all the meetings of the Board and of the committees of this corporation required by these Bylaws or by law to be given, shall keep the seal of the corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of actions taken at all meetings of directors and committees and meetings of the General Members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date. If there shall not have been appointed any Vice-Presidents, the Secretary may assume and perform the duties of the President in the absence or disability of the President or whenever the officers of the Chairperson of the Board (if any) and President are vacant.

The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform such other duties and have such other powers as the Board or the President shall designate from time to time.

Section 5.6 Duties of the Treasurer and Assistant Treasurers.

The Treasurer shall collect the dues and fees payable to the corporation by the General Members and shall maintain and keep current a roster of General Members.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements, which shall be open for inspection by any General Member during normal business hours upon a date that is two weeks following delivery to the corporation of written notice requesting such inspection.

The Treasurer shall prepare for use by the Board and the General Members an annual budget containing projected income and expenditures of the corporation and quarterly and annual financial reports comparing the actual income and expenditures of the corporation to those contained in the annual budget.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office.

The President may direct any Assistant Treasurer to assume and perform the duties of the Treasurer in the absence or disability of the Treasurer, and each Assistant Treasurer shall perform such other duties and have such other powers as the Board or the President shall designate from time to time.

ARTICLE VI Indemnification

Section 6.1 Definitions.

For the purposes of this Article VI, “agent” means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article VI.

Section 6.2 Indemnification in Actions by Third Parties.

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 6.3 Indemnification in Actions by or in the Right of the Corporation

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the California Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to

indemnity for the expenses which such court shall determine;

- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expense incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 6.4 Indemnification Against Expenses.

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article VI or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 6.5 Required Determinations.

Except as provided in Section 4 of this Article VI any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article VI, by:

- (a) a majority vote of a quorum consisting of directors who are not parties to such proceedings; or
- (b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Section 6.6 Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

Section 6.7 Other Indemnification.

No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 6.8 Forms of Indemnification not Permitted.

No indemnification or advance shall be made under this Article VI, except as provided in Sections 6.4 or 6.5(b), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 6.9 Insurance.

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Corporations Code.

Section 6.10 Nonapplicability to Fiduciaries of Employee Benefit Plans.

This Article VI does not apply to any proceeding against any trustee, investment manager or other fiduciary of any employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article VI. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

ARTICLE VII
Execution of Corporate Instruments

The Board may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the corporation, and other corporate instruments or documents shall be executed, signed or endorsed by the Chairperson of the Board (if there is such an officer appointed) or the President or any Vice-President *and* by the Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board shall authorize so to do.

ARTICLE VIII
Annual Statement of Certain Transactions

Within 120 days after the close of the Corporation's fiscal year, the directors must be supplied with any information required by California Corporations Code Section 8322.

ARTICLE IX
Maintenance and Inspection of Corporate Records

Section 9.1 Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in California, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in California, the Secretary shall, on the written request of any director, furnish to that director a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 9.2 Maintenance and Inspection of Other Corporate Records.

The accounting books, records, and minutes of proceedings of the Board and any committees of the corporation shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

ARTICLE X Amendments

New bylaws may be adopted or these Bylaws may be amended or repealed by the Board.

ARTICLE XI Standard of Care

A director shall perform the duties of a director, including duties as a member of any Board committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the corporation whom the director believes to be reliable and competent as to the matters presented;
- (b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) a Board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with this Article XI shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

ARTICLE XII Emergency Provisions

During any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its activities or customarily holds meetings of its

Board, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board or of the Executive Committee, if any, cannot readily be convened for action, a meeting of the Board or of said committee may be called by any officer or director. Such notice need be given only to such of the directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by such means as may be feasible at the time including, without limitation, publication or radio.

The director or directors in attendance at the meeting of the Board, and the member or members of the Executive Committee, if any, in attendance at the meeting of the committee, shall constitute a quorum. If none is in attendance at the meeting, the officers or other persons designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board or of the Executive Committee, be deemed directors or members of the committee, as the case may be, for such meeting.

The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative offices or authorize the officers so to do.

ARTICLE XIII **Construction and Definitions**

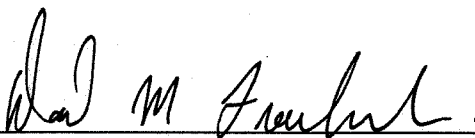
Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Corporations Code as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of SAN FRANCISCO TSUNAMI SWIM CLUB, a California nonprofit public benefit corporation, and the above Bylaws, consisting of 17 pages, are the Bylaws of this corporation as adopted by the Board.

Dated: 12/04/06, 2006.

Executed at SAN FRANCISCO, CA.


Secretary