

NONPROFIT CORPORATION

BYLAWS

OF

HOLIDAY POOL, INC.

ARTICLE 1.

Offices

Section 1. Place

The principal office of the corporation in the State of Oregon shall be located at 3868 Fifth Avenue N., Keizer, Oregon 97303.

Section 2. Other Offices

The corporation may also have offices at other locations within or without the State of Oregon, as the Board of Directors may from time to time designate or as the business of the corporation may require.

ARTICLE 2.

Purposes

This corporation is organized to qualify under Internal Revenue Code §501(c)(7), and it shall have as its purpose a non-profit swim club. Subject to these limitations and any limitations set forth in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and §501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding future statutes).

Specifically, this corporation is organized to own and manage a non-profit swim club, and to do and perform such other acts as may be necessary or appropriate for carrying out the foregoing purposes of this corporation and in connection therewith, to exercise any of the powers granted to nonprofit corporations by the Oregon Nonprofit Corporation Law.

ARTICLE 3.

Activities

The corporation shall be restricted to activities consistent with the purposes of the corporation. No part of the net earnings of the corporation shall inure to the benefit of any private person or organization. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate

in, or intervene in or publish or distribute statements in any political campaign on behalf of any candidate for public office. The corporation shall not discriminate in any manner against any person on the basis of race, creed, color, national origin, or sex.

ARTICLE 4.

Members

Section 1. Classes of Members

There shall be a single class of members.

Section 2. Election of Members

Any person interested in becoming a member of the corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the secretary of the corporation. Each application shall be considered by the Board of Directors at its next regular meeting or at any special meeting of the Board, and approved or disapproved. Applicants whose applications are so approved shall become members of the corporation on payment of the required initiation fee and dues.

Any applicant who has been disapproved by the membership committee, or any sponsor of such applicant, shall have the privilege of review by the membership at large, according to such procedure as may be fixed by the Board of Directors.

Section 3. Voting Rights

Each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership

The Board of Directors, by affirmative vote of a majority of all of the members of the Board, may suspend or expel a member for cause under the following procedure:

- (a) not less than fifteen (15) days' prior written notice of the expulsion or suspension and the reasons therefor has been given to the member;
- (b) the member has been given an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion or suspension by the Board of Directors which shall decide whether the proposed expulsion or suspension shall take place; and
- (c) written notice shall be given to the member by first class mail addressed to the member's last address on the corporate records.

A member who has been expelled or suspended, or whose membership has been suspended or terminated, may be liable to the corporation for dues, assessments, or fees as a result of obligations

incurred by the member prior to expulsion, suspension, or termination. By a majority vote of those present at any regularly constituted meeting, the Board of Directors may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter.

Section 5. Resignation

Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, and other charges or obligations accrued and unpaid prior to said resignation.

Section 6. Reinstatement

On written request signed by a former member and filed with the secretary, the Board of Directors, by the affirmative vote of a majority of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership

Membership in this corporation is not transferable or assignable.

ARTICLE 5.

Member Meetings

Section 1. Annual Meeting

The annual meeting of the members shall be held on a date prior to the end of the corporate fiscal year as is established by the Board of Directors and is communicated by notice to the members. At such annual meeting, the members shall elect a Board of Directors, the president shall report on the activities and financial condition of the corporation, and the members shall transact other business which is properly brought before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Oregon, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings

Special meetings of the members, for the purpose or purposes stated in the meeting notice, may be called by the president or by the Board of Directors, and shall be called by the president if the holders of at least five percent (5%) of the voting power of the corporation sign, date, and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. The record date for members entitled to demand a special meeting is the date the first member signs the demand.

Section 3. Place of Meeting

The Board of Directors may designate any place, either within or without the State of Oregon, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Oregon, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Oregon.

Section 4. Notice of Meeting

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member's address as it appears on the records of the corporation, with first class postage thereon prepaid.

Section 5. Telephone Conference Meeting

Any regular or special meeting of the members may be by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person at the meeting.

Section 6. Record Date

To determine the members entitled to notice of a members' meeting, the record date shall be the day before the day on which the first notice is mailed or otherwise transmitted to members or, if notice is waived, the day preceding the day on which the meeting is held.

To determine the members entitled to vote at a members' meeting, the record date shall be the date of the meeting.

Section 7. Voting Lists

The corporation shall make, at least ten (10) days before each meeting of members, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the membership date of each member. This list shall be kept on file at the principal office of the corporation for inspection by any member at anytime during usual business hours, for a period of two (2) business days after notice of the meeting is given for which the list was prepared. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

Section 8. Quorum

Members holding a majority of the votes that may be cast at any meeting, represented in person or by proxy, shall constitute a quorum at all meetings of the members for the transaction of business. If, however, a quorum shall not be present or represented at any meeting of the members, a majority of the members present in person, or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 9. Proxies

At all meetings of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 10. Informal Action by Members

Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Action taken under this section is effective when the last member signs the consent, unless the consent specifies an earlier or later effective date. The record date for determining members entitled to take action without a meeting is the date the first member signs the consent.

ARTICLE 6.

Board of Directors

Section 1. General Powers

The business and affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Oregon nor members of the corporation.

Section 2. Number, Tenure and Qualifications

The number of directors of the corporation shall be not less than three (3). Each director shall be elected to serve until the next succeeding annual meeting and until the director's successor shall have been elected and qualified.

Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Oregon for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Oregon, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice

Notice of the date, time, and place of any special meeting shall be given at least two (2) days previous thereto by written or verbal notice delivered personally or mailed to each director at the director's business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 6. Telephone Conference Meeting

Any regular or special meeting of the Board of Directors may be by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person at the meeting

Section 7. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Section 9. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 10. Compensation

The directors, as such, shall not receive any stated salary for their services. By resolution of the Board of Directors, the directors may be paid their expenses, if any, for attendance at each meeting of the Board of Directors. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. Presumption of Assent

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting, or unless the director shall file the director's written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. Informal Action by Directors.

Any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken and signed by all directors, is included in the minutes.

ARTICLE 7.

Officers

Section 1. Number

The officers of the corporation shall be: A president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, and any two or more offices may be merged by the Board of Directors.

Section 2. Election and Term of Office

The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such

election shall be held as soon thereafter as is convenient. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal and Resignation

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the secretary or president of the corporation.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President

The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the members and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice Presidents

In the absence of the president or in the event of the president's death, inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president may sign, with the secretary or an assistant secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to the vice president by the president or by the Board of Directors.

Section 7. The Secretary

The secretary shall:

- (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose;

- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;
- (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member;
- (e) sign with the president, or a vice-president, certificates for membership interests in the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors;
- (f) have authorized charge of the membership transfer books of the corporation; and
- (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board of Directors.

Section 8. The Treasurer

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws; and
- (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the Board of Directors.

Section 9. Assistant Secretaries and Assistant Treasurers

The assistant secretaries, when authorized by the Board of Directors, may sign with the president or a vice president certificates for shares of the corporation, the issuance of which shall have been authorized by a resolution of the Board of Directors. The assistant treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the Board of Directors.

Section 10. Salaries

The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of the corporation.

ARTICLE 8.

Committees

Section 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one (1) or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the director.

Section 2. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE 9.

Indemnification of Directors and Officers

Section 1. Indemnification

The corporation shall defend, indemnify, and hold harmless to the fullest extent permitted by the Oregon Nonprofit Corporation Act each director and uncompensated officer of the corporation now or hereafter serving as such, against any and all claims and liability to which such officer or director has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by such officer or director in such capacity.

Section 2. Expenses

The corporation shall further defend, indemnify, and hold harmless each director or uncompensated officer from any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney fees, court costs, litigation expenses, witness fees, expert witness fees, and all other costs or expenses actually and necessarily incurred as

a result of any claim, demand, action, proceeding, or judgment that may be asserted against any such director or officer whether or not litigation is commenced.

Section 3. Limitation on Indemnification and Expense Reimbursement

No such director or officer shall be indemnified against or be reimbursed for any expense incurred in relation to matters to which it is adjudged in any action, suit, or proceeding that any such director or officer is liable for: (a) breach of duty of loyalty to the corporation or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any unlawful distribution; (d) any transaction from which the director or officer derived an improper personal benefit; or (e) any act or omission in violation of ORS 65.361 to 65.367. The amount paid to any director or officer by way of indemnification shall not exceed the person's actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the Board of Directors, and any determination so made shall be binding on the indemnified director or officer. The rights of indemnification and reimbursement for expenses hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE 10.

Contracts, Checks and Deposits

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, or Orders.

All checks, drafts, or other orders for the payment of money, notes, or other evidences 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 of Directors.

Section 3. 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 depositaries as the Board of Directors may select.

ARTICLE 11.

Certificates of Membership

Section 1. Certificates of Membership

Certificates representing membership in the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary. The name and address of the person to whom the certificate is issued, with the date of issue, shall be entered on the records of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like membership interest shall have been surrendered and cancelled, except that in case of a lost, destroyed, or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. Issuance of Certificates

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in the member's name and delivered to the member by the secretary.

ARTICLE 12.

Fiscal Year

Section 1.

The fiscal year of the corporation shall be determined from time to time by the Board of Directors.

ARTICLE 13.

Dues

Section 1. Annual Dues

The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class, and shall give appropriate notice to the members.

Section 2. Payment of Dues

Dues shall be payable in advance on the first day of May in each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership.

Section 3. Default and Termination of Membership

When any member of any class is in default in the payment of dues for a period of two months from the beginning of the period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors as provided hereinabove.

ARTICLE 14.

Waiver of Notice

Section 1.

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Oregon Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting of which notice was required or consent to actions taken at such meeting shall be deemed equivalent to the receiving of such notice.

ARTICLE 15.

Dispute Resolution

Section 1. Mediation.

In the event there is any dispute between the parties to these Bylaws, the parties must mediate any such dispute before commencing any legal action. No party to these Bylaws can bring legal action against another party without first participating in mediation, unless one party refuses to submit to mediation and legal action is brought to specifically enforce this mediation provision of these Bylaws. If the parties cannot agree upon the person to act as the mediator, then the Arbitration Service of Portland, Inc. in Portland, Oregon, will select a person to act as the mediator. The mediator's charges and expenses shall be split by the parties on a 50/50 basis. Mediation fees and costs do not include each party's attorney fees and costs. Each party shall be responsible for his own attorney fees and costs at mediation. In the event of litigation to enforce the mediation agreement, or in the event that litigation after unsuccessful mediation is commenced, the prevailing party will be entitled to its attorney fees and reasonable costs of litigation incurred.

Section 2. Arbitration.

In case any disagreement, difference, or controversy shall arise between or among the parties relating to or arising out of or under these Bylaws, including any tort claims, and the parties to the controversy cannot mutually agree upon the resolution thereof and the mediation provided for herein does not provide a resolution, then such disagreement, difference, or controversy shall be determined by arbitration under the rules of the Arbitration Service of Portland, Inc. Any award made by the arbitrator shall be final, binding, and conclusive upon the parties to the arbitration and those claiming under them. The arbitrator shall have no power to make any award inconsistent with

or contrary to the terms and provisions of these Bylaws. The costs and expenses of any arbitration, including attorney fees, shall be borne and paid as the arbitrator shall, by the arbitrator's award, direct. Any party to the arbitration may file any final arbitrator award as a judgment in the Circuit Court of the State of Oregon for Marion County and in the appropriate court in any other county of any state where any party to the arbitration maintains such party's residence or principal place of business.

ARTICLE 16.

Amendments

Section 1.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

SECRETARY'S CERTIFICATE

I, the secretary of the above-entitled corporation, do hereby certify that the foregoing is a true and correct copy of the Corporation Bylaws as adopted by the Board of Directors of the Corporation.

Melan Hill Secretary 11-5-2015
Date