

**FIRST AMENDED BYLAWS
OF
CENTRAL KENTUCKY SWIM AND DIVE CONFERENCE INCORPORATED**

**ARTICLE 1
NAME, OFFICES, REGISTERED AGENT**

1.1 Name. The name of the organization shall be **CENTRAL KENTUCKY SWIM AND DIVE CONFERENCE INCORPORATED**, (“CKSDC, Inc.” or the “Corporation”), and any assumed name the Board of Directors of the Corporation may register for use with the Kentucky Secretary of State in accordance with state law.

1.2 Principal Office. The Corporation's principal office shall be in Lexington, Fayette County, Kentucky. The Corporation may conduct its affairs, carry-on its operations, have other offices and exercise its powers within or without the Commonwealth of Kentucky, as the Board of Directors (the “Board”) may, from time to time, determine or the business of Corporation may require.

1.3 **Registered Office and Agent**. The registered office in Kentucky and the registered agent at such office upon whom any process, notice or demand required or permitted by law to be served upon Corporation, shall be as stated in the Articles of Incorporation or as subsequently changed by resolution of the Board of Directors and filing a notice of such change with the Kentucky Secretary of State. The registered office may be, but need not be, the same as Corporation's principal office in the Commonwealth of Kentucky.

**ARTICLE 2
PURPOSE, POLICIES, POWERS**

2.1 Purpose. The Corporation shall be operated exclusively for the charitable and educational purposes set forth in the Corporation's Articles of Incorporation as amended by the Corporation's Amended and Restated Articles of Incorporation (the “Articles”), and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (“IRC § 501(c)(3)”), or the corresponding section of any future Federal tax code, and Chapter 273 of the Kentucky Revised Statutes. The Corporation shall have no capital shares, shareholders or members, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of the Corporation's gain, profit or property inure to its incorporators, nor to any of its officers or directors. Rather, the Corporation's entire gain, profit, net earnings and property shall be devoted exclusively to the charitable and educational purposes set out in the Articles.

2.2 Policies.

(a) The Corporation shall be non-sectarian, non-commercial, nonpartisan and non-discriminatory. To the extent the Corporation may, from time to time, solicit sponsorships and give appropriate public recognition to sponsors in its programs or publications to raise funds for its nonprofit, charitable activities, such shall not be construed as a commercial endorsement by the Corporation of such sponsors' services or products.

(b) At no time shall the Corporation, its name, or the name of any of its director or officer, in their corporate capacities, be associated with any commercial or partisan interest or concern or any purpose contrary to the objectives of Corporation. Further, no director, officer, agent or representative of the Corporation shall take any action or carry-on any activity by or on behalf of the Corporation that is not permitted to be taken or carried-on by an organization granted tax-exempt status by the Internal Revenue Service under IRC § 501(c)(3), or any organization to which donors may make tax-deductible contributions pursuant to IRC § 170(c)(2);

(c) The Corporation may cooperate with other organizations and/or agents or individuals concerned with the promotion of the objectives of the Corporation, but no person shall bind the Corporation without authorization of its Board of Directors.

(d) The Corporation may from time to time collaborate with and apply for and accept grants and contributions from public or private agencies or entities, and from other IRC § 501(c)(3) tax exempt organizations operated exclusively for educational or charitable purposes when the Corporation deems it beneficial and appropriate to the furtherance of its own charitable objectives and activities.

2.3 Powers. The Corporation, through its Board of Directors, shall have and exercise all powers necessary or convenient to affect its purposes and in particular all powers as are set forth in the Articles and in KRS § 273.171 as now stated and as hereafter amended. In pursuit of the foregoing objectives and activities, the Corporation may (i) receive and own in the name of the Corporation both tangible and intangible, personal property and use and apply the income therefrom and the principal thereof; (ii) receive and own real property, title to which shall be vested in the name of the Corporation, and (iii) undertake any other act or action permitted by applicable law.

ARTICLE 3 DIRECTORS

3.1 General Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed at the direction of, the Board of Directors in furtherance of its charitable mission and purposes, subject to any limitations set forth in the Articles.

3.2 Number, Election, Term of Office, Qualifications. The Board shall consist of not less than three (3) nor more than nine (9) directors. No director shall be less than twenty-one (21) years of age. Each director shall be elected by the affirmative vote of a majority of the Directors present at a meeting at which there is a quorum and hold office for a term of three (3) years or until a successor is elected and qualified, or the Director dies, resigns or is removed from office in the manner described in this Article 3. Any Director may be re-elected to the Board; provided, however, that no Director shall serve more than two (2) consecutive three-year terms. A Director need not be a resident of Kentucky.

3.3 Vacancies. Whenever there is a vacancy on the Board of Directors for any reason, any member of the Board or Advisory Board may nominate one or more individuals to fill the vacancy. The Board at its next regularly scheduled meeting, or any special meeting called for such purpose, shall consider the nominee(s) and fill the vacancy by the affirmative vote of a majority

of the remaining Directors present though less than a quorum of the Board. The Director(s) so appointed shall serve on the Board for the unexpired term of his or her predecessor.

3.4 Removal or Resignation of Directors. At a meeting of the Board of Directors, at which a quorum is present, called expressly for that purpose by the Board of Directors or upon the request of a majority of the members of the Advisory Board, any director may be removed, with or without cause, by a majority vote of the Board of Directors. Further, any member of the Board may resign at any time by giving written notice of resignation to the Executive Committee. Such resignation shall be effective upon receipt unless the notice specifies a later date.

3.5 Quorum. A majority of the total number of Directors on the Board shall constitute a quorum for the transaction of business. Except as otherwise required by law, the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.6 Meetings.

(a) Annual and Regular Meetings. The Directors shall hold their Annual Meeting of the Board on the second Monday of April for the purpose of electing Officers, reviewing the finances and operations of the Corporation since the last Annual Meeting, and conducting other business of the Corporation. Directors shall cast their vote for Officers at the Annual Meeting by confidential written ballot. In addition to the Annual Meeting, the Board of Directors shall hold at least one (1) or more regular meetings during any Fiscal Year of the Corporation which regular meetings may be scheduled in advance at the Annual Meeting, or upon not less than fourteen (14) days' prior written notice to all Directors, and held at such time and place as shall, from time to time, be determined by the Executive Committee.

(b) Special Meetings. Special meetings may be called by the President of the Board upon the written request of 51% of the members of the Board of Directors.

3.7 Participation in Meetings. All Meetings of the Board shall be conducted in accordance with *Robert's Rules of Order*. The Board may permit any or all Directors to participate in the Annual Meeting or any regular or special meeting, in person or remotely through the use of any electronic means of communication by which all Directors participating may simultaneously communicate with each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting. Pursuant to KRS 273.217, Directors may not vote at any meeting by proxy.

3.8 Notice of Meetings, Waiver of Notice. Notice of the date, time and place of any special meeting of the Board shall be given at least two (2) days prior thereto by written notice faxed, e-mailed or delivered personally to each Director at the Director's home or business address of record on the books of the Corporation. The notice shall not be required to describe the purpose of the special meeting. Notice of any special meeting may be waived by a Director by his/her presence at the special meeting or before, during, or after such special meeting, in writing. Any meeting of the Board of Directors shall be a duly constituted meeting without notice or waiver of notice having been given if all the members of the Board of Directors are present.

3.9 Action Without Meeting. Whenever any action by the Board of Directors at a meeting is required or permitted to be taken by law or the Articles or these Bylaws, such action

may be taken without a meeting if consent to the action in writing, which sets forth the action so taken, is signed by all of all the Directors.

3.10 Compensation. Directors shall not receive compensation for their services. Notwithstanding the foregoing, the Corporation shall have the authority and power to reimburse said persons for such actual out-of-pocket expenditures incurred by them in direct furtherance of the charitable and educational purposes of the Corporation as the Corporation may authorize; and to make other payments from Corporate funds in furtherance of the charitable purposes set forth in the Articles; provided such reimbursement does not jeopardize the Corporation's tax-exempt status under IRC § 501(c)(3) and is approved by the affirmative vote of a majority of the Board of Directors at a meeting in which a quorum is present.

3.11 Standing Committees. The Board of Directors shall form the following two standing committees: the "Conference Meet Committee," and the Executive Committee.

(a) Conference Meet Committee. The Conference Meet Committee will consist of the swim and dive coaches from each team, the Conference Swim and Dive Directors, and the President. The Swim and Dive Directors shall be the Swim and Dive teams' liaisons to the Board of Directors. In addition to other duties assigned by the Board of Directors, the Conference Meet Committee shall propose rules and regulations relating to the swim and dive competition portions of the Conference meets and shall propose any amendments to such rules to the Board of Directors for review and approval.

(b) Executive Committee. The Executive Committee will consist of the President, Vice President, Secretary, Treasurer, and the Conference Swim and Dive Directors. When the Board is not in session, the Executive Committee shall have and may exercise all of the authority of the Board except as provided in Section 3.13 below. Each member of the Executive Committee shall serve on the Committee for as long as they hold one of the aforementioned Offices.

3.12 Other Committees. The Board of Directors by resolution may create and appoint from among its members or other volunteers such other committees as the Directors deem necessary and appropriate, to conduct the affairs of the Corporation. Each such committee shall have at least one (1) Director serving thereon who shall be the committee's liaison to the Board. An individual who is not a Director may serve on such a committee provided they are at least twenty-one years of age, but such individual may not vote on any matter that binds the Corporation. All committee members shall serve at the pleasure of the Board. Subject to the limitations set forth in section 3.13 below, a committee created hereunder shall have such power and authority as the Board may delegate to it. The tenure and qualifications of the members of each committee, the time, place and organization of such committee's meetings, the notice required to call any such meeting, the number of members of each such committee that shall constitute a quorum, the affirmative vote of the committee members required to take action at any meeting at which a quorum is present, the action that any such committee can take without a meeting, the method in which a vacancy on such committee is filled and the procedure for resignation and removal of committee members shall be fixed by the Board, subject to Kentucky law.

3.13 Committee Meetings.

(a) Meetings. Committee Meetings may be called by one or more members of any Committee, or by the President upon reasonable notice of not less than two (2) days of

the place and time of the meeting. Notice to Committee members shall be provided in the same manner as described in Section 3.8.

(b) Quorum and Voting. A majority of the members of any Committee provided for in these Bylaws shall constitute a quorum for purposes of voting. The affirmative vote of a majority of the Committee members at a Committee meeting at which a quorum is present shall be the act of the Committee. A member who is present at a Committee meeting when action is voted to be taken shall be deemed to have assented to the action taken unless: (i) such member objects at the beginning of the meeting, or promptly upon such member's arrival, to holding it or transacting business at the meeting, (ii) such member's dissent or abstention from the action taken is entered in the minutes of the meeting, or (iii) such member delivers written notice of the member's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention shall not be available to a committee member who votes in favor of the action taken.

(c) Vacancies. Any vacancy on a Standing or other Committee shall be filled pursuant to Section 4.4 of these Bylaws.

(d) Resignations and Removal. Upon the resignation or removal of a Director or Officer from the Board or his/her Office (as applicable) pursuant to these Bylaws, the resigned or removed Director or Officer shall likewise be resigned or removed from any the Committee upon which they also served.

3.14 Limitations on Committee Authority. Notwithstanding any provision of these Bylaws that may be construed to the contrary, no standing or other committee created by the Board shall have the authority to: (a) amend, alter or restate the Articles or these Bylaws; (b) elect, appoint or remove any member of the Executive Committee or any Director or Officer of the Corporation, (c) adopt a plan of merger or consolidation with another corporation, (d) authorize the sale, lease, exchange or mortgage of all, or substantially all, of the property and assets of the Corporation, (e) authorize the voluntary dissolution of the Corporation or adopt a plan for the distribution of the assets of the Corporation; (f) amend, alter or repeal any resolution of the Board; or (g) establish a board committee or establish or alter the manner in which committee members are appointed to any committee established by these Bylaws or created by the Board.

ARTICLE 4 OFFICERS

4.1 Required Officers, Term of Office. The Corporation shall have the following Offices and Officers: a President, Vice President, Secretary, Treasurer, and the Swim and Dive Directors described in Section 4.3 below, and such other Officers as the Board, by resolution, may deem necessary for the efficient operation of the Corporation's business and affairs. Each officer shall hold office for a term of three (3) years, or until such Officer's death, resignation or removal pursuant to these Bylaws, whichever occurs first. At the end of the three (3) year term, the same individual or a successor may be elected, provided that no individual shall serve more than two (2) consecutive terms in any Office, unless a vacancy occurs.

4.2 Nomination, Election, Qualification. At least ninety (90) days prior to the next Annual Meeting at which an Officer vacancy is required to be filled, the Board of Directors shall appoint a nominating committee to form a slate of proposed Officers for election by the Board at

the Annual Meeting. No nominee shall be under the age of twenty-one (21). The nominating committee shall consist of at least three individuals not then serving as Officers. At least fourteen (14) days prior to the Annual Meeting, the nominating committee shall present the slate to the Board for review. Prior to voting on the slate at the Annual Meeting, additional nominations for any Office may be made by any Director present. At the Annual Meeting, provided a quorum is present, the Board of Directors shall elect Officers from the slate and any additional nominees by majority vote which votes shall be cast by confidential written ballot. Alternatively, if no additional nominations are made prior to voting, upon motion made, the Board may appoint the slate as the Officers of the Corporation by unanimous consent. If for any reason, the election or appointment of Officers shall not be made at the Annual Meeting, such election or appointment shall be made as soon thereafter as practicable.

4.3 Swim and Dive Directors. The Swim Director and Dive Director shall serve on the Conference Meet and Executive Committees, shall coordinate the Conference swim and dive competitions and have such authority and perform such duties as provided in Sections 3.11(a) and (b), and as the Board of Directors may direct. The Board of Directors may elect or appoint such other officers as it deems advisable for the efficient operation of the Corporation, and may, consistent with the Articles and these Bylaws, delegate to any Officer the power to appoint any subordinate officers or agents and to prescribe their respective authorities and duties.

4.4 Vacancies. A vacancy in any Office may be filled by the Board of Directors for the unexpired portion of the term of such office.

4.5 President of the Board. The President shall be the chief executive officer of Corporation, and, subject to control by the Board of Directors, shall have general control of the business, affairs and property of Corporation, and charge over its other Officers. The President shall be present at and Chair all meetings of the Board of Directors. The President may sign any certificates, contracts, obligations and other instruments of the Corporation approved by the Board, and perform such other duties and exercise such other powers as are attendant to the office of President of a non-profit corporation, and as may from time to time be assigned by the Board of Directors. The President shall report to the Board and be responsible for the proper and faithful discharge of his/her duties.

4.6 Vice President. The Vice President(s) shall perform all duties incumbent upon the President during any absence or disability of the President, and perform such other duties as the Board of Directors may prescribe.

4.7 Secretary. The Secretary shall:

(a) Keep complete and accurate minutes of the meetings of the Board of Directors and any committee meetings at which minutes are requested or required to be kept, and cause such minutes to be recorded in the books provided for that purpose;

(b) See that all notices required to be given by these Bylaws or by law are duly given in accordance therewith;

(c) Be custodian of the records of Corporation and the records of the Board of Directors and responsible for authenticating any such records;

(d) See that all books, reports, statements, certificates and the other documents and records required by law to be kept by the Corporation or filed with any government

agency are properly kept and/or filed, including, but not limited to, the Corporation's annual report to the Kentucky Secretary of State.

(e) In general, perform all duties and have all powers incident to the offices of the Secretary and do and perform such other duties and exercise such other powers as from time to time may be assigned to the Secretary by the Board of Directors, the Executive Committee, or the President.

4.8 Treasurer. The Treasurer shall:

(a) Have charge, custody of and be responsible and account for all funds, securities, demand and other deposit accounts, receipts and disbursements of the Corporation, and receive and receipt for any and all monies due and payable to the Corporation from any source; deposit or arrange for the deposit of all such monies in the name of the Corporation in deposit accounts maintained at such banks, trust companies or other depository institutions ("Financial Institutions") selected by the Board pursuant to Section 6.4 of these Bylaws;

(b) Be responsible for filing any and all annual, quarterly or monthly reports, forms, statements or other information required to be filed by a 501(c)(3) tax-exempt organization with federal, state and/or local tax authorities to maintain the Corporation's tax-exempt status;

(c) Cause to be kept correct books of account of all the business and financial transactions of the Corporation;

(d) Render to the Board of Directors and the President, whenever requested, an account of the financial condition of the Corporation and of any financial transactions entered into as Treasurer.

4.9 Removal and Resignation of Officers. Any Officer may be removed from the Office he/she holds by the confidential vote of a majority of the Board of Directors at a meeting at which a quorum is present, whenever in the Board's judgment or upon the recommendation of a majority of the Advisory Board, the best interest of Corporation will be served by such removal. . Any Officer may resign from office at any time by giving their written notice of resignation to the Executive Committee. Such resignation shall be effective upon receipt unless the notice specifies a later date.

4.10 Compensation. Compensation, if any, to any Officer of the Corporation for services rendered may be fixed from time to time by the Board of Directors. No Officer shall be prevented from receiving such compensation by reason of the fact that such Officer is also a Director of the Corporation; provided, however, that if any compensation is paid to any Officer of the Corporation, the amount of such compensation shall be commensurate with the duties of the Office performed by the Officer and in no event exceed an amount that is reasonable compensation for the performance of such duties and services considering all o relevant facts and circumstances.

ARTICLE 5 ADVISORY BOARD

The Board of Directors hereby establishes an Advisory Board, which shall be composed of the Head Coach of each swim and/or dive team participating in the Conference to assist and advise

the Board in the operation of the Conference and on other corporate matters as the Board may deem necessary and appropriate. If a Head Coach cannot attend a meeting of the Advisory Board, he or she may delegate his/her participation at such particular meeting to an assistant team coach.

ARTICLE 6

CONTRACTS, LOANS, CHECKS AND DEPOSITS

6.1 Contracts. The Board may authorize any officer or agent to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

6.2 Corporate Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in the Corporation's name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. In accordance with KRS § 273.241, as now stated and as hereafter amended, the Corporation shall not under any circumstance lend money to any Director or Officer, nor use its credit to assist any Director or Officer in obtaining financing from any lender for any purpose, or guarantee the payment or collection of any third-party loan to an Officer or Director, or pledge any Corporate asset as security for any loan to any Officer or Director.

6.3 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by one or more Officers of the Corporation in such manner as shall, from time to time, be determined by resolution of the Board, and shall be recorded in the financial records of the Corporation.

6.4 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 and other depositories as the Board may select, and shall be recorded by the Treasurer in the financial records of the Corporation.

ARTICLE 7

INDEMNIFICATION

7.1 Right to Indemnification. Subject to any limitations and conditions contained in the Articles, these Bylaws or required by law, each Director, Officer, employee or agent of the Corporation ("Indemnatee") who was or is made a party defendant or is threatened to be made a party defendant, or is involved in any threatened, pending or completed action, suit or proceeding against the Corporation or the individual, whether civil, criminal, administrative, arbitral or investigative (hereinafter a "Proceeding"), or any appeal of a Proceeding or any inquiry or investigation that could leave to a Proceeding, by reason of the fact that the Indemnified Person is or was a member of the Board of Directors or an Officer, employee or agent of the Corporation, shall be indemnified and defended by the Corporation to the fullest extent authorized by Kentucky law, against claims, judgments, penalties, fines, settlement payments, and reasonable expense (including, without limitation, reasonable attorneys' fees and costs) actually incurred by such person in connection with a Proceeding. The right to indemnification and defense under this Section 7.1 shall continue as to a person who has ceased to serve in the capacity that initially entitled such person to indemnity hereunder.

7.2 Proceedings Against Third Parties. If a Proceeding is brought by or on behalf of the Corporation against a third party, an Indemnatee's right to indemnification under this Article

7 shall be limited to the reasonable expenses actually incurred by the Indemnitee in connection with the Proceeding.

7.3 Fraud or Misconduct. Notwithstanding Sections 7.1 and 7.2 above, in no event shall any Director, Officer, employee or agent of the Corporation, or the legal representative of any such person, have the right to indemnification or defense by the Corporation in a Proceeding brought by the Corporation or any third party against such person for the commission of fraud, willful or gross misconduct or other breach of fiduciary duty in connection with the person's service to or on behalf of the Corporation as a Director, Officer, employee or agent.

7.4 Required Affirmation of Good Faith. The payment in advance of the final disposition of a Proceeding of the reasonable expenses incurred by an Indemnitee defended in accordance with 7.1 above shall be made only upon delivery to the Corporation of a written affirmation by the Indemnitee of their good faith belief that they have met the standard of conduct necessary for indemnification under this Article 7. Such Indemnitee shall further agree in writing to repay in full to the Corporation all such amounts paid by the Corporation, or on its behalf, to indemnify and defend the Indemnitee, together with interest thereon at the legal rate until paid in full, upon a final determination in such Proceeding that the Indemnitee was not entitled to indemnification or a defense by the Corporation by reason of the person's own fraud, willful or gross misconduct or other breach of fiduciary duty to the Corporation.

7.5 Insurance. The Corporation shall purchase and maintain such liability, property and casualty insurance, at its expense, in such amounts and with such limits as the Board of Directors deems sufficient and appropriate given its purposes and operations, to protect the Corporation, and any Indemnitee, against liability and loss.

7.6 Limitation on Indemnity. Notwithstanding any provision of this Article 7 to the contrary, an Indemnitee's right to indemnification and defense by the Corporation is limited to the proceeds and benefits of insurance actually received by the Corporation or paid by an insurer on behalf of the Corporation with respect to the matter or event giving rise to the Proceeding that constitutes a basis for the indemnification and defense of the Indemnitee; provided, however, the Board of Directors may in its discretion, waive or qualify this limitation in specific cases.

ARTICLE 8 CONFLICTS OF INTEREST

8.1 Purpose. This Conflicts of Interest Policy is for the protection of the Corporation's interests when it contemplates entering into a transaction or arrangement that may benefit the private personal or financial interest of an Officer, Director or committee member, or result in a possible excess benefit transaction. This policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to nonprofit, charitable, tax-exempt organizations.

8.2 Definitions. For purposes of this Article, the term "interested person" means any Director, Officer or committee member with delegated powers who has a direct or indirect financial interest in a transaction or arrangement to which the Corporation may be a party. A person has a "financial interest" if they directly or indirectly, through business, investment or family, have (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or (ii) a compensation arrangement with the Corporation or with any entity or

individual with which the Corporation has a transaction or arrangement, or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. The term "compensation" includes direct or indirect remuneration as well as gifts or favors that are substantial in nature.

8.3 Procedures.

(a) **Duty to Disclose.** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest, including all material facts relating thereto, to the Board of Directors.

(b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest to the Board at a regular or special Board meeting, and after answering any inquiries the Board may have regarding the matter, the financial interest shall then be reviewed by the Board without the interested person present. The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a disinterested person or entity. If a more advantageous transaction with a disinterested person cannot be reasonably attained, the Board shall determine by a majority vote of the disinterested Directors whether the transaction is fair, reasonable, in the best interest of, and will benefit the Corporation, and shall decide whether to approve the transaction accordingly.

8.4 **Violation of the Conflicts of Interest Policy.** If the Board of Directors has reasonable cause to believe that a Director, Officer or committee member has failed to disclose actual or possible conflicts of interest, the Board shall inform the subject Director, Officer or committee member of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose. If the Board decides that the Director, Officer or committee member is an interested person and has failed to disclose a financial interest after hearing their response and making such further investigation warranted, the Board shall take corrective action as it deems appropriate.

8.5 **Record of Conflict of Interest Determination.** The Corporation's records, including any meeting minutes of the Board, Executive Committee and any other appointed committees, shall contain the names of the persons who disclosed or were otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to investigate and determine if a conflict of interest existed, the Board's decision and when applicable, any corrective action taken. The records shall identify those directors and other persons present for meetings to discuss the transaction that presented the potential or actual conflict, the discussion that occurred, alternatives considered, and the votes of the directors with regard to whether to approve the transaction or arrangement.

ARTICLE 9 MISCELLANEOUS

9.1 **Amendments.** These Bylaws may be amended, altered or repealed in any manner, not inconsistent with the Articles or the laws of the Commonwealth of Kentucky, by the affirmative vote of a majority of the members of the Board of Directors attending a meeting at which a quorum

is present, upon recommendation by the Executive Committee or the Advisory Board; provided that notice of the proposed amendment(s) is given in or with the notice of the meeting.

9.2 Seal. The corporate seal, if any, shall be in such form as adopted by resolution of the Board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided, however, that the use of the seal is not required to validate any writing or document to which Corporation is a signatory or party.

9.3 Fiscal Year. The Board shall have the power to fix, and from time to time change, the fiscal year of the Corporation. Unless action is otherwise taken, the fiscal year shall be the calendar year.

9.4 Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, the Articles or Kentucky law, 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 equivalent to the giving of such notice.

9.5 Construction. These Bylaws shall be governed and construed in accordance with KRS Chapter 273 and other applicable Kentucky and federal law. Unless the context specifically requires otherwise, any reference in these Bylaws to any gender shall include all other genders, any reference to the singular shall include the plural, and any reference to the plural shall include the singular.

9.6 Limitations. Notwithstanding any other provision herein, the Corporation shall take no action contrary to the provisions of the Articles, and if at any time the Corporation is a private foundation or private operating foundation as such terms are defined in the Internal Revenue Code of 1986, as amended ("Code"), then the Corporation shall only act as permitted under the Code without subjecting the Corporation to additional taxes imposed under Subchapter A, Chapter 42, Subtitle D of the Code.

9.7 Severability of Provisions. Except as may conflict with the Articles, if any provision of these Bylaws, or its application to any person or circumstances, is held invalid or unenforceable by a court of competent jurisdiction, the remainder of these Bylaws, or the application of such provisions to persons or circumstances other than those to which they were held invalid or unenforceable, shall not be affected thereby, and to this extent, the provisions of these Bylaws are severable.

These Bylaws approved and accepted on the 16 day of **May**, 2022 by the Board of Directors of Corporation.

**CENTRAL KENTUCKY SWIM AND DIVE
CONFERENCE INCORPORATED**

By: _____

Secretary