

BYLAWS OF The Creek Aquatic Club, INC.

ARTICLE I

IDENTIFICATION

Section 1. The name of the organization shall be the The Creek Aquatic Club, Inc., hereinafter referred to as the "Club".

Section 2. The calendar year of the Club shall commence on the 1st day of January and end on the 31st day of December.

ARTICLE II

MEMBERSHIP

Section 1. The membership of the Club shall be that of the household of the registered athlete(s) of the swim and dive club, and who are current members of their national governing organization (USA Swim and/or USA Dive).

Section 2. The membership shall be open to any resident of the State of Indiana.

Section 3. The membership shall also be contingent upon payment of such periodic registration fees, membership dues and fund raising fees as the Board of Directors and Officers may designate from time to time.

ARTICLE III

PURPOSES AND POWERS

Section 1. The purposes of the Club shall include the following:

- A. To provide an opportunity for all eligible children for membership to engage in a wholesome, lifesaving, lifetime sport and recreational activity;
- B. To promote physical fitness and good patterns of physical development and to encourage proper conditioning;
- C. To provide opportunities for social, emotional, and educational development and to encourage peer and family participation; and
- D. To promote the involvement in age-group and senior programs, and provide an opportunity for members to compete in organized aquatic competitions.

Section 2. The powers of the Club shall include the following:

- A. The participation in and conduction of such meets and competitions as the Board of Directors shall determine from time to time to be in the best interests of the Club;
- B. The publication and distribution of programs, news letters, and other publications designed to promote the activities and affairs of the Club;
- C. The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;
- D. The contribution of money or other things of value for scholarships, programs or other causes in furtherance of the affairs and interests of the Club;
- E. The retaining of such persons, firms, or corporations as may be necessary in order to provide special services to the Club;
- F. The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the Club;
- G. The operation of food concessions and the sale of aquatic equipment and paraphernalia to its members and other persons; and
- H. The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its affairs.

ARTICLE IV

RIGHTS AND LIABILITIES OF MEMBERS

Section 1. No Director, officer, members or authorized agent or representative, of the Club shall be liable or responsible for any debts or liabilities of the Club.

Section 2. Regular member households shall have one (1) vote on all matters brought before a vote of the membership. Competitor members shall have no voting rights.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. The Club shall hold a meeting of the membership annually during the fiscal year for the purpose of reviewing the activities and financial affairs of the Club, electing a Board of Directors, and conducting such other business as may properly come before the meeting. The Club may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of the Club. Such a special meeting may be called by the President of the Board of Directors, or by a majority vote of the Board of Directors, or upon the written request of at least ten-percent (10%) of the regular members.

Section 2. All meetings of members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than one (1) week prior to the date of the said meeting.

Section 3. At any meeting of the membership attendance in person of at least fifteen percent (15%) of the regular members shall constitute a quorum. Only regular members present at the meeting shall have the right to vote, as there shall be no voting by proxy. Unless otherwise established by the Articles of Incorporation or these by-laws, the decision of a majority of the members voting shall be the decision of the Club.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of at least seven (7) and no more than thirteen (13) voting members. The term of each Director shall be three (3) years, with no more than four (4) Directors being elected each year. Any vacancy in the Board of Directors, caused by death, resignation, or disqualification of a Director shall be filled by a majority vote of the remaining Directors for the remaining term of such vacancy. Each Officer and Director shall have a athlete swimming or diving one (1) full year with the Club prior to being eligible to be elected as an Officer or Director of the Club.

Section 2. The duties and powers of the Board of Directors shall be such as usually devolve upon the Directors of any club or association and may include the selection of place, fixing the date, making all arrangements for whatever data the Directors deem

essential to the benefit of the Club. The Directors shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and activities of the Club. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of the club, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club and retaining of persons to provide special services to the Club. However, the Board of Directors may not exercise any powers relating to entering into a contract or agreement for the purchase or sale of real estate. This matter may only be accomplished by a vote of the membership. The Directors shall otherwise exercise all of the powers of the Club as permitted by law, subject to the provisions of the Articles of Incorporation and these by-laws.

Section 3. The Board of Directors shall annually elect from among the elected Directors the following executive positions: President, Vice President, Secretary, Treasurer. A majority vote of the Board shall be necessary for the election of officers. No Director shall hold more than one (1) office at any time, except the offices of Secretary and Treasurer, which may be held by the same person at the discretion of the Board of Directors.

Section 4. The Board of Directors shall also have the authority to establish other director lead positions or committees as may be necessary to further and promote the interests and activities of the Club. A description of these positions and committees shall be maintained by the Secretary. Committees may be comprised of both Directors and other regular members.

Section 5. The President shall preside at all meetings of the membership and of the Board of Directors, shall perform such duties as may be determined by the Board of Directors, and shall perform and discharge such other duties as generally devolve upon a chief executive officer.

Section 6. The Vice President shall perform all duties incumbent of the President during the absence or disability of the President and perform such other duties as may be prescribed by the Board of Directors.

Section 7. The Secretary shall have custody and care of the corporate records of the Club, shall attend all meetings of the members and of the Board of Directors, shall keep a true and complete record of the proceedings of all such meeting, shall file and take

charge of all papers and such documents belonging to the Club, and shall perform other such duties as may be prescribed by the Board of Directors.

Section 8. The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies and other valuables which the may from time to time come into the possession of the Club, shall maintain a bank account in the name of the Club, shall furnish at meetings of the Board of Directors and membership, or whenever requested by the Board of Directors, a statement of the financial condition of the Club, and shall perform such duties as the Board of Directors may prescribe.

Section 9. In case of absence of any officer of the Club, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to another Director, for the time being, provided a majority of the Directors concurs therein.

Section 10. The presence of at least 50% plus one voting members of the Board of Directors shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. Except as may otherwise be provided in the Articles of Incorporation or these by-laws, the decision of a majority of the Directors present at any meeting shall be the decision of the Club.

Section 11. Special meetings of the Board of Directors shall be held on the call of the President or a majority of the Directors. All members of the Board shall be advised either orally or in writing, as to the time and place of any such meeting. Notice shall be given at least three (3) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

Section 12. An individual shall only be eligible for appointment as one of the elected members of the Board of Directors if all active dependents of the candidate are members of the The Creek Aquatics Club, current on all dues and/or fees, and the dependent(s) are member of their respective national organization.

Section 13. The Club's Directors and Officers shall perform their duties without any conflict of interest with any other person or organization. All Directors and Officers shall recuse themselves from discussing and voting on any motions; refrain from any official actions; directly or indirectly, that creates a conflict of interest.

Section 14. The existing Board of Directors shall retain power until the first meeting of the Board of Directors after the annual election of new board members. At said meeting officers for the upcoming year shall be elected and power transferred to the new Board of Directors.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Club shall indemnify any person made a party to any action, suit, or other proceeding by reason of the fact that such person, or his successor or assign, is or was a Director, Officer or employee of the Club against the reasonable expenses, including attorney fees actually and reasonably incurred in connection with the defense action, suit or proceeding. The Club may reimburse to any Director, officer, or employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the Board of Directors that it was to the interests of the Club that such settlement be made. Such rights or indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, Officer, or employee may be entitled apart from the provisions of these by-laws.

ARTICLE VIII

CONTRACTS, CHECKS, NOTES, ETC.

The President, Treasurer, or Entry Chair of the Club shall unless otherwise directed by the Board of Directors, sign all contracts and agreements authorized by the Board of Directors. All checks and drafts issued by the Club shall be signed by the President, Treasurer or Entry Chair, or such other person as may be from time to time so authorized by the Board of Directors. The Entry Chair shall be authorized to only sign agreements, checks and drafts associated with the meet entry process.

ARTICLE IX

NON-PROFIT OPERATION

Section 1. The Club shall, at all times, be operated on a non-profit basis in furtherance of the goals and objectives of the swim and dive club and its underlying programs. Members shall receive no dividends or other interests in the assets of the Club.

Section 2. No substantial part of the activities of the Club shall be carrying on or propaganda or otherwise attempting to influence legislation and the Club shall not

participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these by-laws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under the Internal Revenue Code.

ARTICLE X

TERMINATION AND DISSOLUTION

The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of the actual number of Directors elected and qualified. In the event of such termination or dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Club, make a determination for the further disposition of any additional assets or net worth of the Club, consistent with the original intent of this corporation. It is further provided that the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code, or as it may be hereafter amended.

ARTICLE XI

AMENDMENT OF BYLAWS

The power to make, alter, amend, or repeal these by-laws is vested in the Board of Directors. The affirmative vote of at least two-thirds (2/3) of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect any alteration, amendment, or repeal of this Code of by-laws.

ARTICLE XII

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