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By-laws of Indiana Swim Club, Inc.

ARTICLE I: NAME

The Name of the organization shall be Indiana Swim Club, Inc. (hereafter referred to as “ISC” or the “Club”).

ARTICLE II: PURPOSE

ISC is a nonprofit 501(c)(3) organization. ISC is dedicated to the improvement, progress, and promotion of the sport of swimming. The purpose of ISC shall be to:

1. Promote competitive swimming on a local, regional, and national level.
2. Encourage good sportsmanship, integrity, hard work, and self-discipline.
3. Create a positive team atmosphere that inspires individual achievement.
4. Actively participate in the affairs of USA Swimming, Indiana Swimming, and other organizations with respect to competitive swimming. As a USA Swimming club, ISC will conduct its business in accordance with USA Swimming rules, policies, and best practices.

ARTICLE III: MEMBERSHIP

A. Eligibility and Conditions for Membership – Membership in the Club shall include:

1. All swimmers registered with the Club during a season.
2. Parents and guardians of swimmers as defined in Article III, paragraph A.1.
3. Any individual not otherwise eligible under this Article can be extended an invitation by the Board of Directors to join the membership as a non-athlete. The invitation must be passed by a substantial majority vote (defined as two-thirds majority) of the Board. The invited membership is valid for one season.

B. To be accepted as an athlete member in the club, a properly completed team registration, a USA Swimming membership (for each individual swimmer), and payment of all required fees must be submitted at registration. The term of membership will be for one season. The Board, prior to the registration period, will establish fees for each season. At its sole discretion, the Club reserves the right to decline any membership application.

C. The Club will not discriminate based on race, color, religion, sex, age, national origin, disability, veteran status, or any other protected status when accepting or declining membership applications.

D. Resignation of membership.

A member may resign at any time. The resignation of a member does not relieve the member of any obligations the member may have to the Club because of obligations incurred or commitments made before resignation. Resignation requests should be sent to the board at least 30 days prior to intended resignation date. Based on request the board can vote to suspend obligations for the resigning member.

E. Suspension or Termination of Membership

The Club reserves the right to suspend or terminate any member for reasonable cause which the Board has determined to be in the best interests of the Club, including but not limited to Safe

Sport Violations or Code of Conduct Violations. In the event the Board has deemed such a suspension or termination to be required, the following procedure will be followed:

1. The member will be given notice of the suspension or termination. Such notification will include the reason(s) for suspension or termination. Notification will be made by certified mail or email to the last address of the member shown on the Club's records.
2. The member will be given the opportunity to be heard, orally or in writing, before the effective date of the suspension or termination. The Board will hear or review any such argument made by the member. The Board will take into consideration all the relevant facts and circumstances regarding the suspension or termination.
3. The Board will notify the member of the hearing results. Notification will take place by certified mail or email sent to the last address of the member shown on the Club's records.
4. Any challenge to a suspension or termination must be commenced within 1 year after the effective date of the suspension or termination.
5. Any member who has been suspended or terminated may be liable to the Club for dues, assessments, or fees because of obligations incurred or commitments made before the suspension or termination.

ARTICLE IV: THE BOARD OF DIRECTORS

A. Purpose and Duties

The board shall manage the affairs, business, and property of ISC in accordance with these approved and published Bylaws, club procedures, and rules and regulations of Indiana and USA Swimming.

The officers shall have all the powers to perform the duties required by law or customarily attached to their respective offices and such other duties as may be assigned to them by the Board of Directors.

The board will have final approval on employment of all coaches and staff and their respective salary and benefits package. The Board will create and maintain job descriptions, perform an annual review of the Head Coach, and set yearly expectations for the Head Coach. The review and expectations will be based on multiple factors including but not limited to club financial state, membership stability, club growth, swimmer/club performance, progression, and member satisfaction of the Head Coach's performance of coaching duties, which may be assessed by member feedback collected via a survey performed at least once annually. Summary of review and survey results will be provided to club membership annually.

The hiring, or renewal of the contract of the Head Coach must be passed by a substantial majority (two-thirds) of the board of directors. Coach may be discharged or terminated according to terms in contract if passed by a substantial majority (two-thirds) of the board of directors. The club membership feedback, club survey results, and observed behaviors will support board decisions. If the board is unable to come to consensus, then the board can call the membership to serve in an advisory role or call a special vote.

B. Number, Qualifications, and Restriction

1. The Board of Directors, referred to within these By-laws as "the Board," will consist of 5 to 7 positions. The positions are determined by an annual vote of the membership or appointed by the elected board members in case of a vacancy (refer to Article IV Section J).
2. At any given point in time, only 1 family member may serve on the Board of Directors. An individual may hold only one position on the Board of Directors. However, a director may also serve as a chairperson of a committee.
3. Anyone wishing to serve on the Board of Directors must be a current active member in good standing with USA Swimming and must have been a member of ISC for one season and meet any requirements set forth by USA Swimming.

C. Conflict of Interest

1. Each board member will communicate any conflict of interest, personal or financial, that would impact their ability to act in the best interest of the club while serving on the board. The Board may vote to have the interested party withdraw from the discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when the disinterested directors determine that it is in the best interest of ISC to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
2. No individual holding a board position, nor their spouse or family member, can simultaneously serve in either a paid or volunteer capacity as a coach, bookkeeper, or other employee role. However, a family member or spouse of a board member may serve as a committee chair or committee member or volunteer for Club events and activities.

D. Terms of Office

All Board Members shall serve for a 2-year term that begins on September 1 and continues until August 31 of the second year along with a 1-month, non-voting transition period (only after second year) with the incoming Board. Board members may not serve more than 3 total terms, and president may not serve more than 2 terms. If a member does not wish to continue the second year of their term, an election will occur for vacant positions. Board elections may occur each year as needed to fill open board positions as term lengths may result in staggered terms.

E. Officers and Organization

The officers of the Board of Directors shall include President, Vice-President, Secretary, Treasurer, Personnel director, Sponsorships/Fundraising and Safe Sport Coordinator.

The President shall be elected by the membership.

Newly elected Board of Directors will vote to determine officer positions of Vice-President, Secretary, Treasurer, Personnel director, Sponsorship/Fundraising, and Safe Sport Coordinator at the first meeting of the Board of Directors following elections. The Board shall have discretion to determine the roles of its members to best utilize the skills and talents of each Board member (excluding the President who will be elected by the membership).

1. **President** shall preside at all meetings of the Board of Directors, shall oversee the appointment of the members of all standing and temporary committees, subject to the approval of the Board of Directors, shall have and exercise general charge and supervision of the affairs of the club, and shall do and perform such other duties as this Code of Bylaws provides or as may be assigned to him or her by the Board of Directors.
2. **The Vice President** shall assist the President in the management and operation of the Corporation, perform the duties usually discharged by such officer, and perform such other duties as the Board of Directors or President may prescribe. The Vice President shall chair the meetings of the Board of Directors and business membership meetings in the absence of the President and shall fill a vacancy in the office of President as described in these Bylaws.
3. **Treasurer** shall keep correct and complete records of the account, always showing accurately the financial condition of ISC. He or she shall be the legal custodian of all monies, notes, securities, and other valuables which may from time to time come into the possession of ISC, including monies raised by club fundraising efforts. He or she shall immediately deposit all funds of the Club coming into his or her hands in some reliable bank or other depository to be designated by the Board of Directors and shall keep such bank account in the name of ISC. He or she shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Club and shall perform such other duties as may be required by this Code of Bylaws or as may be prescribed by the Board of Directors or the President.

4. **Secretary** shall keep accurate records and minutes of all meetings of the Board of Directors and membership meetings; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; ensure all notices of business meetings are delivered to those persons entitled to vote at such meetings; and maintain a current listing, with phone numbers, mailing addresses, and email addresses, of the Directors; oversee the retention, preparation, and filing of all other records required by law or by the policies of the club; and maintain and organize ISC paper and electronic records.
5. **Fund-Raising/Sponsorship** will plan, organize, and execute the fund-raising programs for the Club, and work with membership and community for sponsorship opportunities. All records, funds expended, and revenue generated shall be reported to / turned into the Treasurer(s).
6. **Personnel Director** shall be responsible for making recommendations for appointment of group/parent representatives to the Board. The Personnel Director will assist the head coach with the management of Club's employees. They will function as mediators between parents and coaches when necessary.
7. **Safe Sport Coordinator** shall be knowledgeable about all Safe Sport program components and able to direct members to relevant materials and resources; lead club investigations of any Safe Sport violations; identify, plan, and execute efforts to raise awareness for Safe Sport within the club's coaches, parents and athletes; be a resource for the club on how to create and foster a positive Safe Sport culture; update club Safe Sport website content; coordinate the successful completion of the Safe Sport Club Recognition application; ensure athletes, coaches and parents complete all required Safe Sport training.

F. Compensation

Directors will receive no compensation or discounts for their service because each Director is a volunteer.

G. Voting

The Board shall not conduct any business without a quorum (which shall be a simple majority unless otherwise specified in this document) of the Board present. All motions must be passed by the majority of the board present or voting electronically (email or other electronic form of communication).

H. Removal from Office

A member of the Board of Directors may be removed from office if he or she fails to attend 2 meetings consecutively without cause or fails to complete their duties or acts in violation of ISC and USA Swimming policies and Codes of Conduct.

No Director shall be removed from office except for cause. The Board of Directors may suspend a member from his/her position immediately for cause. Any Director whom the Board seeks to remove from office shall be entitled to a written list of the reasons at least 5 days before any meeting. A vote for removal shall take place at a duly constituted meeting, having met the notice requirements where stipulated, and will require all Board members to vote. A majority vote is required for removal. Any Board member removed from office shall be permanently ineligible to hold any elected or appointed position on the Board.

I. Resignations

Any director may resign by giving written notice to the President or the Secretary of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective later, the Board may appoint a successor to take office as of the date when the resignation becomes effective.

J. Vacancies and Special Elections

Any Board member vacancy shall be filled by appointment by the elected Board and confirmed by a special member election. If the role of President remains vacant then the position will be filled by an active board member until special election for President is completed.

ARTICLE V: BOARD OF DIRECTOR ELECTIONS

1. The elections for the Board will be held annually by using an electronic, anonymous voting/survey platform. Not less than thirty (30) days prior to election, the Board of Directors shall notify the entire membership of the upcoming election and procedures. Interested candidates will have fifteen (15) days to contact the President or other Board member and declare their interest in running for a Board position by submitting a candidate statement. The candidate statement should provide qualifications and desire to serve on the Board of Directors and the officer positions for which they are interested in serving.
2. Each active account in good standing with the Club, at the time of the elections, will be eligible for one (1) ballot that includes the slate of candidates. Each member's family will vote for 1 candidate for the office of the President, and up to 6 additional candidates. To be elected as President, the candidate with the most votes and who receives a simple majority of cast votes from the voting members will be elected as President. The remaining board positions will be filled by the candidates with the most votes and who receive a simple majority of votes from the voting members up to a maximum of 6 candidates. Candidates who do not receive at least a simple majority of cast votes from voting members may not be appointed to the Board during that election year.

ARTICLE VI: COMMITTEES

The Board of Directors will designate and assign from time-to-time various committees to conduct the business of ISC. All committee(s) will be authorized and approved by the ISC Board of Directors and shall serve at the discretion of the Board of Directors. Committee members are encouraged to attend and participate in All Member meetings.

ARTICLE VII: MEETING/NOTICE OF MEETINGS

1. General Membership Meeting: There shall be at least 1 meeting per season for the general membership of the Club.
2. Board Meetings: The Board shall meet as necessary to address Club matters. These meetings can be conducted in person or virtually if the majority of board members are present. The Board of Directors may go into closed session or hold additional meetings to discuss matters of a sensitive nature. Any discussion that takes place in a closed session is confidential.
3. The Secretary shall keep accurate records and minutes of all meetings. All member meeting minutes shall be approved, posted, and made available to all members. Closed meeting outcomes can be shared, minutes are closed.

ARTICLE VIII: REQUIRED RECORDS

The Club shall keep adequate and correct books and records of account and written minutes of the proceedings of its members, board, and committees. The Club shall maintain accounting records.

The Club shall keep a copy of the following records.

1. Articles or Restated Articles of Incorporation and all amendments to them are currently in effect.
2. ISC By-laws
3. Resolutions adopted by the Board.
4. The minutes of all members' meetings, and records of actions taken by members without a meeting for the past three (3) years.
5. All written communications to members within the past three (3) years.
6. A list of the names and addresses of its current Board of Directors.
7. Any other records required by I.C. 23-17-27-1.

Any Member is entitled to inspect any of the records described above in a reasonable time according to I.C. 23-17-27-2.

ARTICLE XII: AMENDMENTS

To amend the Club By-laws, notice must be given to the membership of the proposed change a minimum of 15 days before a vote can occur. The amendment(s) must be approved by a substantial majority (two-thirds) vote of the board of directors. Once the board has approved the amendment(s) will be sent to the club membership for electronic voting. A substantial majority (two-thirds) vote of cast votes from club members is required for approval of amendment(s).

ARTICLE XIII: DISSOLVING THE CORPORATION

If the corporation is dissolved, the assets of this corporation will be distributed to another not-for-profit organization with similar goals and objectives as the Club's. Prior to calling for dissolving the club, notice must be given to the membership of the proposed change a minimum of 15 days before a vote can occur. The club cannot be sold for profit. Dissolving the corporation, or distribution of assets requires a substantial majority (two-thirds) of the membership votes electronically.