

**BY-LAWS OF THE MUNSTER SWIM CLUB, INC.**  
**(An Indiana Nonprofit Organization)**

**ARTICLE I**  
**IDENTIFICATION**

The name of the Club (hereinafter referred to as the "Club") is **MUNSTER SWIM CLUB, INC.**

**ARTICLE II**  
**PURPOSE**

1. To promote, encourage and develop competitive swimming in Munster, Indiana, through a comprehensive aquatic program.
2. To operate a swim program that promotes not only skill development, but also sportsmanship, teamwork, self-discipline, and character.
3. To promote, support and encourage the Munster High School aquatics program.
4. To implement a collaborative relationship between the Club and the local school corporation(s).
5. To promote USA Swimming rules, regulations, and overall objectives.
6. To promote, support and encourage the highest level of competition in USA Swimming, and US Masters swimming programs.

**ARTICLE III**  
**MEMBERSHIP**

1. Membership shall consist of parents and/or legal guardians of any Age Group or Senior swimmer and any adult swimmer whose application for membership with the Munster Swim Club has been approved by staff. A member in good standing must be current in the payment of all required fees and dues and must be in compliance with the Club's rules and regulations as set forth below. .
2. Membership shall continue for one season within the following divisions:
  - A. Age Group – 8<sup>th</sup> grade and under (USA Swimming Membership Required)
  - B. Seniors
    - i. 9<sup>th</sup> through 12<sup>th</sup> grade (USA Swimming Membership Required)
    - ii. College student (USA Swimming Membership Required)
  - C. Masters – 18 and Over (USMS Membership Required)
3. Active participation by all Age Group and Senior members in the operation of the club is essential to providing a high quality competitive swim program and achieving the overall purposes of the Club. In

order to remain in good standing all Age Group and Senior members must meet minimum participation requirements according to guidelines issued by the Board of Directors (hereinafter referred to as "Board").

4. Age group and Senior membership in the Club is seasonal and lasts for the entire term of the current season. Full season membership in the Club for any season commences on the day of registration and continues until midnight on the day before the first day of registration for the subsequent season. Masters season shall be November 1 through October 31, consistent with United States Masters Swimming (USMS) membership.
5. Membership shall also be contingent upon payment of such periodic registration fees, membership dues, and fund raising fees as the Board may designate. Members shall pay such dues by method determined by the Board from time to time. The President, with the consent of the Board, may alter or waive the applicable dues for good cause upon written request.
6. Membership of any Club member failing to pay any indebtedness within fifteen (30) calendar days of the past due notice shall be suspended. A written notice of suspension shall be sent to the mailing address of record of the member or via electronic mail. If the indebtedness is not cleared within the established time period, membership in the Club shall be terminated and member shall not participate in Club activities. The Board may institute reinstatement fines for Club members whose membership is reinstated and/or suspension rescinded. All outstanding fees and dues owed by a member, including without limitation, USA Swimming or other fees imposed by the Club's sanctioning body for the current season, must be paid in full prior to commencing a new season.
7. Membership may be rejected, suspended, or revoked for failure to adhere to club rules and policies upon unanimous vote of the Board. Deliberate, flagrant, or repeated violations of the rules and regulations of the Club or USA Swimming's Safe Sport guidelines, or for violation of criminal laws occurring on Club property or while attending Club events shall be cause for suspension or revocation of Club Membership.

#### ARTICLE IV OFFICERS AND DIRECTORS

The officers of the Club shall consist of a President, Vice President, Treasurer, and Secretary. There shall be four additional Directors as described below. Only active members in good standing as described in (Article III. 2. A., B. and C.) are eligible to serve as officers and directors of the club, and only one member of any family may serve on the board at one time. Only two Masters Members as defined in Article III, Section 2, Paragraph C, shall be permitted to serve as an officer or director of the club during a calendar year. They, along with the Head Coach, shall constitute the Board of Directors who shall govern the Club.

The Board of Directors shall institute policies and procedures, reviewed annually, to administer the effectiveness and efficiency of the club. All directors may appoint such assistants or establish committees as

they consider necessary to accomplish their duties and responsibilities. The Club may reimburse reasonable authorized out-of-pocket expenses of the officers and directors.

The officers' and directors' responsibilities are defined as follows:

1. PRESIDENT

- A. Provides overall direction to each Board member and committee to insure implementation of the goals and objectives of the Board.
- B. Acts as presiding officer at all Board of Directors Meetings and General Meetings and is *ex officio* member of all committees.
- C. Prepares an agenda for all Board of Directors Meetings and General Meetings.
- D. Acts as official representative of the Club in meetings and discussions with the local school corporation (Munster), and all other outside groups, associations, etc.
- E. Acts to ensure that the charter of the Club is kept current and in force.
- F. Responsible for maintaining records of coaches' accreditation and certification.
- G. Can cosign checks along with one of two other authorized signatories.
- H. Appoints, with the approval of a majority of the Board's members, replacement directors if a director resigns, is unwilling to serve in his/her elected capacity or fails to perform the responsibilities of the office.
- I. Appoints, with the approval of a majority of the Board's members, a Nominating Committee to submit proposed new Board members for election of officers and directors.
- J. Acts as a liaison between the Board and coaching staff, and together with the other Board members conducts performance reviews and makes decisions regarding compensation levels.
- K. Appoints, with the approval of a majority of the Board, an Audit Committee to review the seasonal financial report of the Club.
- L. Responsible for the long range planning and implementation of Club goals.
- M. Coordinates the activities of the Board in taking all necessary steps to set membership dues and register swimmers at the beginning of each swim season.
- N. May request independent audit review every three (3) to five (5) years of the Club's financial

condition, including but not limited to verification of payment of taxes, insurance and other expenditures of the Club, verification of accounts receivable, and verification of filing of all tax returns.

## 2. VICE PRESIDENT

- A. Acts in the place of and with full authority of the President in the absence of the President.
- B. Maintains records of Club equipment and other inventory.
- C. Responsible for securing facilities for the Club, including applications for all use permits and providing appropriate certificates of insurance required by facilities providers.

## 3. TREASURER

- A. Shall exhibit traits such as financial literacy, attention to detail, timeliness in completing tasks, neat and accurate record keeping, and a willingness to review the club finances.
- B. Arranges and supervises checking accounts for deposit of Club funds.
- C. Arranges, verifies, and supervises the payment of all Club expenses (including employee payroll and expense reimbursement requests) and collection of all receivables owed to the Club.
- D. Maintains financial records of the Club, including payroll, USA Swimming, and meet obligations.
- E. Files all required tax returns on behalf of the Club.
- F. Can cosign checks along with one of two other authorized signatories.
- G. Submits monthly and annual reports to the Board on fiscal status of the Club including income and expenses in the Club's accounts.
- H. Prior to the beginning of each season appoints and chairs a Budget Committee to establish a proposed budget and fee structure to be presented to the Board for consideration.
- I. May not disburse money for any non-budgeted purpose in an amount greater than \$500.00 without having a resolution authorizing said expenditure passed by the Board.
- J. Maintains the Club's insurance programs, including without limitation workman's compensation and officer/director liability policies.

#### 4. SECRETARY

- A. Prepares and submits for Board approval the minutes of each meeting.
- B. Coordinates with the Web Master and Coaches, assembling, publishing and distribution of the Directory/Handbook containing a roster, schedule, rules, and other information requested by the Board of Directors and coaches, for distribution to members as directed by the Board.
- C. Compiles and maintains a policy manual of all policies approved by the Board.
- D. Maintains the By-Laws of the Club.
- E. Prepares and dispatches official letters of congratulations, sympathy, etc., on behalf of the Club.
- F. Keeps a record of attendance at Board Meetings.
- G. Coordinates communication within the Club and maintains the historical records of the Club.
- H. Can cosign checks along with one of two other authorized signatories.
- I. Provides all registration information to the Club's governing/sanctioning body.

#### 5. DIRECTOR OF MEET ACTIVITIES

- A. Acts as or coordinates the activities of the Meet Director(s) to supervise and plan all of the Club's hosted meets and time trials.
- B. Supervises and implements, along with other Club personnel and membership, all aspects of meet hosting and invitational, including but not limited to announcing, clerk, hospitality, concessions, clean-up, and timers. .
- C. Encourages and assists individuals to become certified officials and to maintain and improve their skill levels.
- D. Appoints a Volunteer Coordinator.

#### 6. DIRECTOR OF FUNDRAISING/COMMUNITY ACTIVITIES

- A. Establishes and coordinates a program to solicit advertisements and sponsorships from vendors, local businesses and patrons.
- B. Establishes, coordinates, and supervises the Club's fundraising activities.

- C. Maintains accurate and updated fundraising records for each family's fundraising initiatives.
- D. Responsible for maintaining timely and accurate financial reports of each fundraising event.
- E. Establishes and coordinates all Community Outreach programs.

#### 7. DIRECTOR OF RECOGNITION ACTIVITIES

- A. Coordinates and supervises social activities of the Club, including without limitation team parties, annual team banquet.
- B. Supervises and implements an orientation program for new members of the Club.
- C. Responsible for the procurement of all Club spirit wear, seasonal apparel, and uniforms.
- D. Editor in Chief of periodical newsletter.
- E. Responsible for public relations and publicity relating to Club activities, including sign-ups, team pictures, press releases and other activities.

#### 8. SAFETY DIRECTOR

- A. Ensures annual certification of all Coach(s) and Non-Athlete Member(s) in accordance with the Club's governing/sanctioning body.
- B. Maintains all Coach and Non-Athlete records required by the Club's governing/sanctioning body and/or Board of Directors.
- C. Responsible for safe operation of all Munster Swim Club events such as parking coordination, first aid assistance and reports, and crowd control.
- D. Arranges for training and continued education for all employees of the Club, including but not limited to, CPR and First Aid training.
- E. Act as USA Swimming Safe Sport Coordinator to ensure all required policies and best practice guidelines are up-to-date and properly followed.
- F. Supervises and implements all aspects of security for meet hosting and invitational.

#### 9. HEAD COACH

- A. Acts in the place of and with full authority of the President in the event of the resignation or

illness of the President and the Vice President.

- B. Acts as a liaison between the Board and Coaching staff.
- C. Votes on issues presented to the Board, except as follows;
  - i. The Head Coach shall not participate in any meetings, decision making, and/or voting regarding the coach's own employment including, but not limited to, evaluations, retention, and dismissal, contracts, and salary issues.
- D. Carry-out the responsibilities of the Job Description, as approved from time-to-time, by the Board.
- E. Responsible for the practice and training of all swimmers.
- F. Acts as a consultant and works on projects as requested by the Board.
- G. Actively participates on all Standing Committees and other ad hoc committees established by the Board, from time to time.
- H. Establish and maintain a job description for all employees of the Club.
- I. Keeps current with USA Swimming benefits available to the Club.
- J. Obtains Sanctions for all meets sponsored by the Club.
- K. Supervises and implements scoring, awards, cards, and computer room for meet hosting and invitational.
- L. Compiles and publishes heat sheets for all home meets.

ARTICLE V  
CHAIRPERSON  
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1. Pursuant to Article IV, Chairpersons are appointed by Directors when necessary to accomplish their duties and responsibilities. A description of duties for each chairperson shall be defined by the appointing Director. Chairpersons shall serve at the Director's discretion. Chairpersons' responsibilities must be equivalent to working sessions in accordance with each season's current participation policy.

ARTICLE VI  
ELECTION OF DIRECTORS/OFFICERS; TERM OF OFFICE

1. Officers and Directors will be elected by the membership annually in March of each year with the exception in June of 2015. Officers and Directors will assume their respective offices on April 1 following their election with the exception August 1 of 2015. Each Officer and Director named herein shall have a two year term of office or shall continue until its successors are elected and qualified under this section.
  - A. June 2015 the following Board of Director positions will be elected to a one and three quarter year term:
    - i. President
    - ii. Secretary
    - iii. Fundraising/Community Director
    - iv. Safety Director
  - B. March 2016 the following Board of Director positions will be elected to a two year term:
    - i. Vice President
    - ii. Treasurer
    - iii. Director of Meet Activities
    - iv. Director of Recognition
  - C. All subsequent elections will continue in the pattern outlined above with the exception of 1.A positions will be for a two year term.
  - D. Any seated member may be nominated for a vacant position. If sought position is not obtained, member shall retain current position.
2. On or before February 15 (May 15<sup>th</sup> in 2015) the Nominating Committee shall certify to the Secretary of the Club the nominations of up to three (3) candidates for each current vacant position of Officer/Director of the Club. The Nominating Committee has discretion in determining whether to certify the nomination of the candidates. Any individual whose nomination is not certified by the Nominating Committee may appeal the Nominating Committee's decision to the Executive Committee. Said nominations shall constitute the regular slate of candidates for Officers and Directors of the Club. On or before March 1 of said year (June 1 in 2015), the Secretary shall provide a ballot to all current Members of the Club. The ballot will list the regular slate of candidates and those individuals nominated in the manner provided in Section 3 of this Article. In order to be counted, the ballots shall be collected and tallied as described in Article VIII.
3. At any time between January 15 and February 15 (between April 22 and May 15 in 2015) any qualifying member may file, in writing, with the chairman of the Nominating Committee, nominations of candidates for any of the offices to be filled at the annual election. The chairman of the Nominating Committee may, at his or her discretion, seek additional information from the nominated candidates prior to the certification of the nominated candidate.



4. During the annual election, the members shall vote on the candidates whose names appear on the regular slate of candidates and the candidates who are nominated by the membership. The candidates for the respective offices who receive the greatest number of votes shall be certified by the Nominating Committee no later than March 21 (June 21 in 2015) as duly elected to said office for the following term of office.
5. For all elections and other matters where a vote of the membership is counted, each family shall have two (2) votes. Masters only division members shall have one vote per account. Voting will be by ballot, with one (1) ballot to each parent/guardian/Masters member.
6. In the event that an Officer or Director other than the President resigns or is removed during his/her term, then a replacement shall be appointed by the President with the approval and consent of a majority of the remaining Board of Directors. In the event that the President resigns or is removed during his/her term, the Vice President shall assume the position of President and shall appoint a replacement with the approval and consent of a majority of the remaining Board of Directors.
7. Any nominee for election to the Board of Directors may include a biography to be posted on the MSC website by submitting a written request to the current nominating committee. The biography needs to be submitted at the time the candidate puts his/her name up for nomination. Biographies will be posted by the webmaster.
8. No election material is to be mailed or emailed to members of Munster Swim Club in any matter. Any nominee violating this provision will be removed from the ballot and declared ineligible for the Board of Directors.

ARTICLE VII  
BOARD OF DIRECTORS MEETINGS

1. Regular Meetings
  - A. Regular Meetings shall be held a minimum of four (4) times per year as called by the President.
  - B. The time and place of Regular Meetings and an agenda therefore shall be published in a manner reasonably anticipated to provide notice to the membership.
  - C. A quorum shall consist of a majority of voting members of the Board of Directors.
  - D. Voting will be decided by a simple majority of the Board members present. Each elected position on the Board carries one (1) full vote, but no individual, even

though he may hold more than one (1) Board directorship, may have more than one vote.

- E. Regular meetings shall be held in a public place and open to the general membership. A place shall be provided on the agenda for comments/ suggestions from the general membership.
- F. No Board member shall vote on matters deemed a conflict of interest. Conflict of Interest means a set of facts or circumstances, a relationship, or other situation under which a Board member has past, present, or currently planned personal or financial activities or interests that either directly or indirectly: (1) impairs or diminishes the Board member's ability to render impartial or objective assistance or advice; or (2) provides the Board member or their family an unfair advantage within Munster Swim Club.

## 2. Executive Meetings

- A. Upon forty-eight (48) hours' notice to all members of the Board (unless unanimous consent to waiver of notice is given), either (i) the President or (ii) any two (2) members of the Board may call an Executive Meeting, for discussing sensitive Club issues, including without limitation, preparation of budgets, contract negotiations, and disciplinary matters.
- B. A quorum shall consist of a majority of voting members of the Board of Directors.
- C. Voting will be decided by a simple majority of the Board members present.
- D. Executive Meetings are not open to the general membership.
- E. No Board member shall vote on matters deemed a conflict of interest. Conflict of Interest means a set of facts or circumstances, a relationship, or other situation under which a Board member has past, present, or currently planned personal or financial activities or interests that either directly or indirectly: (1) impairs or diminishes the Board member's ability to render impartial or objective assistance or advice; or (2) provides the Board member or their family an unfair advantage within Munster Swim Club.

## 3. Minutes

- A. The Secretary, or in the absence of the Secretary, another Board member designated by the President, shall keep minutes of every Regular and Executive Meeting.
- B. Regular meeting minutes shall be posted to the website upon ratification.
- C. Minutes of an Executive Meeting shall consist of a summary of the actions taken at the meeting, and shall be designed to keep confidential any sensitive matters discussed.

D. All minutes shall be presented to the Board at its next Regular Meeting for review and ratification.

#### 4. Polling

- A. In matters when calling a special meeting of the Board of Directors is not practical, the President may contact and poll each director as to a specific question or issue.
- B. The President shall be required to maintain a polling sheet listing the action to be taken, the names of the directors called, date and time of call, and each director's response to the action.
- C. Thereafter at the next meeting of the Board of Directors, the Board of Directors shall ratify the action of the President taken pursuant to a polled matter.

#### 5. Proxy Vote

- A. Voting by proxy in any meeting of the Board of Directors shall not be allowed.

#### 6. Action by Written Consent

- A. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a majority of the Board members entitled to vote consent to the action in writing and the written consents are filed with the Secretary.

#### 7. Procedure

- A. Robert's Rules of Order (Most Current) shall govern the conduct of all meetings of the Board in all situations not covered by these By-Laws.

### ARTICLE VIII GENERAL MEETINGS

#### 1. Annual

- A. The Annual Meeting of the Members of the Munster Swim Club shall be held in March, but no later than March 15 of each year (in June but no later than June 15 in 2015), for the purpose of electing its Board of Directors, receiving reports, reviewing the By-Laws, appointing committees, and for the transaction of such business as may properly come before the meeting.
- B. The Membership shall receive at the Annual Meeting of the Members of the Munster Swim Club a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

- i. The condition of the Club, to be presented by the President or his/her designates;
  - ii. A general summary of funds received and expended by the Club for the previous year, the amount of funds currently in possession of the Club, and the name of the financial institution in which such funds are maintained;
  - iii. The whole amount of real and personal property owned by the Club, where located, and where and how invested;
  - iv. For the year immediately preceding, the amount and nature of the property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made;
  - v. The names of the persons who have been admitted to regular membership in the Club during such year.
- C. At the Annual Meeting, the Members shall elect the Board of Director vacancies as presented by the Nominating Committee.
- D. Written notice of the date, time, place and agenda shall be published to each member of record at least seven (7) days prior to the date of the meeting.

## 2. Special

- A. At the discretion of the President or upon the receipt by the President of a petition signed by at least twenty (20%) percent of the current members asking for a Special General Meeting and stating the proposed agenda, a Special General Meeting shall be called.
- B. Written notice of the date, time, place and agenda shall be published to each member of record at least seven (7) days prior to the date of the meeting.

## 3. Agenda

- A. Only items on the published agenda may be voted on at a General Meeting unless at least three-quarters (3/4) of all members of record are in attendance.

## 4. Quorum

- A. No quorum is required for a General Meeting

## 5. Voting

- A. Voting shall be decided by a simple majority of the members present.
- B. Only those members in good standing as defined by Article III are eligible to vote.

## 6. Proxy Vote

A. Voting by proxy in any general meeting shall not be allowed, except as follows;

- i. A time and place shall be provided prior to the annual meeting for the purpose of casting a proxy vote for those members unable to attend. This proxy vote time and place is intended only for those members with hardship cases.

## ARTICLE IX STANDING COMMITTEES

The Club shall have the following standing committees whose membership shall consist as stated:

### 1. NOMINATING COMMITTEE

No later than January 5 of each year (April 15 in 2015), the President shall appoint, with the approval of a majority of the Board of Directors, a three (3) member Nominating Committee which shall be comprised of one (1) current member of the Board of Directors and two (2) members of the general membership, exclusive of a current member of the Board of Directors. The President shall designate the Chairperson of the Nominating Committee. The Nominating Committee shall conduct the annual election of officers and directors pursuant to Article VI and Article VIII hereof. The Nominating Committee shall also be responsible to count the votes by the membership and certify the results of the election at the annual meeting.

### 2. EXECUTIVE COMMITTEE

- A. The Board of Directors shall appoint an Executive Committee which shall consist of five (5) Directors, one of whom shall be the President.
- B. The Executive Committee shall advise and assist the Board of Directors in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board, but in no event will the Executive Committee have authority over the Board of Directors.
- C. The Executive Committee is responsible for the fair, consistent, and uniform enforcement of the disciplinary and safety rules governing MSC. Coaches, Staff, and/or Club Members may report alleged infractions to the Executive Committee. In evaluating allegations of misconduct, the Executive Committee may conduct a hearing with all parties involved. Equal opportunity to present respective sides shall be given to all parties. The Executive Committee, by majority vote, shall determine the course of action to be taken. The Executive Committee may bring these matters to the Board of Directors for further investigation and correction.

## ARTICLE X REMOVAL OF DIRECTOR

1. If a director fails to attend two meetings in a row without approval of the President said director shall be considered to have resigned and a replacement shall be appointed in accordance with these bylaws. If a director fails to attend (3) meetings in a season without approval from the President, said director shall be considered to have resigned and a replacement shall be appointed in accordance with these bylaws. A director shall be considered to have attended a meeting if said director was present in person or if said director caused a written report to be delivered to the President before the meeting. If a director fails to participate in voting on (2) issues in a season; whether written, verbal or by email, said director shall be considered to have resigned and a replacement shall be appointed in accordance with these bylaws.

Exception: The Board Member will be excused from voting if the vote is deemed a "conflict of interest".

2. A director may be removed for cause upon the vote of three-fourths (3/4) of the remaining directors.
3. A director may be removed without cause by a majority vote of the members at a properly called Special General Meeting.
4. The President, with the approval of a majority of the Board's members, may appoint a person to fill the remaining term of any vacancy on the Board of Directors following the removal of a director.
5. If a member of the Board of Directors is removed from his/her position, he / she or any immediate family member is ineligible to hold a Board of Directors or Chairperson position of Munster Swim Club.

#### ARTICLE XI EXECUTION OF DOCUMENTS

Unless otherwise provided by the Board of Directors, all contracts, leases, commercial paper, and other instruments in writing shall be signed by the President and attested by the Secretary, and provided that all checks, drafts, notes, and orders for the payment of money shall be signed by those officers or employees of the Club as these By-Laws direct.

#### ARTICLE XII FISCAL YEAR

The fiscal year of the Club shall be determined by the Board of Directors.

#### ARTICLE XIII INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

1. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that such person is or

was a director, officer, employee or agent of the Club, or who is or was serving at the request of the Club as a director, officer, employee or agent of another Club, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another Club, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
3. To the extent that a director, officer, employee, or agent of the Club has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.
4. Any indemnification under Sections 1 and 2 shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members.
5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Club as authorized in this article.

6. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
7. The Club shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another club, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Club would have the power to indemnify such person against such liability under the provisions of these sections.
8. If the Club has paid indemnity or had advanced expenses to a director, officer, employee or agent, the Club shall report the indemnification or advance in writing to the members with or before the notice of the next members' meeting.
9. References to "the Club" shall include, in addition to the surviving Club, any merging Club, including any Club having merged with a merging Club, absorbed in a merger which otherwise would have lawfully been entitled to indemnify its directors, officers, and employees or agents.

ARTICLE XIV  
AMENDMENT, RESCISSION OR ALTERATION OF BYLAWS

These by-laws may be amended, rescinded or altered only by the vote of the majority of the membership present at any General Meeting.