

BYLAWS OF NOBLESVILLE SWIM CLUB, INC.

ARTICLE I

IDENTIFICATION

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

Section 2. The mailing address of the Club shall be P. O. Box 378, Noblesville, Indiana 46061.

Section 3. The calendar year of the Club shall commence on the 1st day of September and end on the 31st day of August.

ARTICLE II

MEMBERSHIP

Section 1. The membership of the Club shall be that of the parents of the members of the swim club, more specifically defined as those who are participating in the swim program.

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 swimming 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 swimming 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 members shall have one (1) vote on all matters brought before a vote of the membership; provided, however, if both parents or legal guardians of a competitor member are regular members, then such parents or guardians shall only have one (1) vote between them. 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 seven (7) voting members. Six (6) of the Directors shall be elected by and from the regular members of the Club at the summer meeting of the members. The term of each Director shall be three (3) years, with two (2) 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. The Head Coach shall serve as a non-elected voting member on the Board of Directors. The outgoing President and one High School swim coach shall serve on the Board as Ex-Officio. The Board of Directors shall also contain up to three non-voting senior athlete participants chosen in a manner at the discretion of the Head Coach for a term of one year.

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 a President, Vice President, Secretary, Treasurer and Co-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 committees as may be necessary to further and promote the interests and activities of the Club. Such 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 four (4) 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 Age Group swimmers who are dependents of the candidate are members of the Noblesville Swim Club.

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. The Board of Directors may also deem a conflict of interest of any of the Club's Directors or Officers. The Board of Directors may disqualify that Director or Officer, provided a majority of the Directors concurs therein.

Section 14. An individual may not be elected to more than two consecutive terms to the Board of Directors. After being off the Board as a voting member for a period of 240 days, an individual may be re-elected to another term(s).

Section 15. The existing Board of Directors shall retain power until the first meeting of the Board of Directors after the summer 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 regular members 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 Club and its underlying programs. Members shall receive no dividends or other interests in the assets of the Club. No part of the earnings of the Club shall inure to the benefit of, or be distributable to, its members, officers, Directors, or any other private

persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred.

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 all regular members entitled to vote. 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 a majority 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

OFFICERS AND DIRECTORS

Each Officer and Director shall have a swimmer swimming one (1) full year with the Club prior to being eligible to be elected as an Officer or Director of the Club.

Changes to Bylaws for Record Keeping Purposes:

September 2005 – Added Article VI, Section 14: An individual may not be elected to consecutive terms to the Board of Directors. An individual may be elected to another term after being off the Board of Directors for a period of 240 days.

Date Unknown – Added Article VI, Section 15: Defined Board of Directors power transfer.

April 2025 – Revised Article VI, Section 1: Changed to allow three non-voting senior athlete participants chosen in a manner at the discretion of the Head Coach.

April 2025 – Revised Article VI, Section 14: Revised to allow board members to be elected to two consecutive terms in order to bring stronger club operating consistency year to year.

Current Bylaws Approved by the Board of Directors: April 22, 2025

Certified By: Kristi Hinds

Secretary