

CODE OF BY-LAWS OF THE ZIONSVILLE SWIM CLUB, INC.
(As Approved August 2017)

ARTICLE 1.
Identification

Section 1.1. Name. The name of the corporation shall be Zionsville Swim Club, Inc. (hereinafter referred to as the "Club").

Section 1.2. Purposes. The objectives and purposes of the Club are as follows:

- (a) To provide an opportunity for all children of Eagle-Union Townships and other children accepted for membership to engage in wholesome, lifesaving, lifetime sport and recreational activity with emphasis on competitive swimming skills.
- (b) To promote physical fitness, encourage good patterns of physical development, and encourage proper conditioning and health habits.
- (c) To provide opportunities for social, emotional, and educational development, and encourage peer and family participation.
- (d) To promote the involvement in age-group programs.
- (e) To promote and encourage swimmers to continue with the sport of swimming through the high school level and beyond.

Section 1.3. Resident Agent and Registered Office. The location of the registered office of the Club or the designation of its Registered Agent, or both, may be changed at any time or from time to time when authorized by the Board of Directors by filing a notice of change with the Indiana Secretary of State on or before the day any such change is to take effect, or as soon as possible after the death of the Registered Agent or other unforeseen termination of the Registered Agent's agency.

ARTICLE 2.
Membership

Section 2.1. Membership Qualifications and Procedure for Admission of Members.

Membership in the Club is limited to residents of Eagle and Union Townships and other residents who may apply and be accepted for membership by the Board of Directors. The approval of the Board of Directors shall be required to insure control of membership size.

Section 2.2. Membership Dues & Fees. Membership shall be contingent upon each member paying such membership dues, registration fees and practices fees to the Club as shall be established from time to time by the Board of Directors.

Section 2.3. Voting Rights of Members. Payment of the seasonal membership dues, registration fees and practices fees shall entitle both parents of the swimmer (swimmers) to one vote on all matters presented to the membership for a vote (one vote per family). No parent shall vote by proxy or otherwise delegate his/her vote.

Section 2.4. Termination of Membership. If a member of the Club violates any of the rules or regulations of the Club or USA Swimming, aids, abets, and/or encourages another to violate any of such rules or regulations, or has acted in a manner which brings disrepute upon the Club, its members, or upon the sport of swimming, the Board of Directors by a majority vote may terminate the membership of such member in the Club and such member shall immediately resign from any office held with the Club.

ARTICLE 3.
Meetings of Members

Section 3.1. Meetings of Members. At least two meetings of the membership of the Club shall be held each year. Meetings of the Club shall be held at such places as determined by the Board of Directors and as may be specified in the respective notices, or waivers of notice thereof.

Section 3.2. Annual Meetings. The annual meeting of the members for the election of directors, and for the transaction of such other business as may properly come before the meeting shall be held after the end of the winter short course season. Failure to hold the annual meeting at the designated time shall not affect the validity of any Club action.

Section 3.3. Special Meetings. Special meetings of the members of the Club may be called by the President, by the Board of Directors or by written petition signed by at least one-fourth (1/4th) of all the members of the Club. The resolution or petition shall be presented to the President or Secretary of the Club and shall state the purpose for which the meeting is to be called. No business shall be transacted at a special meeting except as stated in the petition or resolution.

Section 3.4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of the members, and, in the case of special meetings, the purpose for which any such meeting is called, shall be delivered, mailed, emailed or sent by facsimile by the Secretary of the Club, or by the officer or persons calling the meeting, to each member of the Club at the address for such member which appears on the records of the Club, at least seven (7) days before the date of such meeting.

Section 3.5. Waiver of Notice. Notice of any meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Attendance at any meeting in person shall constitute a waiver of notice thereof unless such attendance is for the purpose of objecting to the transaction of any business on grounds that the meeting was not lawfully called or convened.

Section 3.6. Quorum. The presence in person of one-fourth of the members of the Club shall be necessary to constitute a quorum for all purposes at any meeting of the members of the Club, and the act of the majority of the members present in person and voting at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these By-Laws.

Section 3.7. Action Without a Meeting. Any action which may be taken at a meeting of the members of the Club may be taken without a meeting if, prior to such action, written consents thereto are signed by 80% of the members of the Club and such written consents are filed with the minutes of the proceedings of the Club.

ARTICLE 4. **Board of Directors Election and Officers**

Section 4.1 Election. Board members are elected annually in rotating classes by the membership at-large before the start of the Fiscal Year on September 1st for a minimum of 9 Club board members. If the voting is not completed at the time designated in these By-Laws, such failure shall not cause any defect in the corporate existence of the Club, but the officers for the time being shall hold over until their successors are chosen and qualified, unless sooner removed as provided for by applicable law.

Section 4.2. Qualification of Board Members. Only members of the Club in good standing shall be eligible to serve as an Officer of the Club. In addition to the Club board members elected by Club membership, non-Club board members may be appointed by the board. Non-Club board members are those whose leadership within the community is of mutual benefit or a needed skill set to assist the board in fulfilling its duties. Non-members may not serve as Officers.**Section 4.3. Term.** Each board member shall be elected for terms of three (3) years beginning September 1st of the year elected and continuing until their respective successors are elected

and qualified. The terms of the officers shall be staggered such that approximately one-third of the officers are up for election each year. Board members serve no more than two consecutive three year terms. Annually, at its first meeting after September 1st, the newly elected board shall elect Officers from the board membership to include: President, Vice President, Treasurer, and Secretary. These four Officers and the Head Coach serve as the Executive Committee.

Section 4.4. Resignation of a Board Member. Any board member may resign at any time. A resignation shall be made in writing to the Board of Directors and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Board. The acceptance of a resignation shall not be necessary to make it effective.

Section 4.5. Removal of a Board Member. Any or all Board Members of the Club may be removed any time with or without cause by a vote of the majority of all the Members of the Club then entitled to vote at an election of officers, at a meeting of the Members called expressly for that purpose.

Section 4.6. Vacancies. If a Board Member resigns or is removed, the vacancy may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.7. Collateral Duties. In addition to the general roles and responsibilities described below, each officer may also have Collateral Duties. Collateral Duties shall be detailed in a document supporting these Bylaws entitled: *Addendum A - Officer Collateral Duties*. This Addendum format is intended to allow the Board of Directors to nimbly and efficiently adapt to changes, additions, and deletions to Collateral Duties without amending the Bylaws; which requires a vote by the Membership. Therefore, the Board of Directors will maintain the Addendum, as needed; approving all changes by a Board vote.

Section 4.8. President. The President shall provide leadership to the Club and shall preside at all meetings of the Board of Directors. The President shall support and sustain the work of the Club, provide governance leadership, and strategic fundraising support.

Section 4.9. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 4.10. Treasurer. The Treasurer's duties shall provide leadership to the development of board financial policies, and provide a review of the club's financial position in consultation with the Head Coach.

Section 4.11. Secretary. The Secretary's duties shall ensure accurate corporate records are kept, including meeting minutes.

Section 4.12 Board Members at Large. Board members not on the executive committee shall serve as liaisons to current committees or task forces created by the Board as set forth in Article 6.

Section 4.13. Delegation of Authority. In case of the absence of any officer of the Club, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any director, for the time being, provided a majority of the entire Board concurs therein.

ARTICLE 5.
Board of Directors Meetings

Section 5.1. Composition and Duties. The business and affairs of the Corporation shall be managed by its Board of Directors, which shall be comprised of nine or more elected officers of the Club. Each board member shall sign a Board Member Agreement annually at the first meeting after September 1st.

Section 5.2. Voting. Each member of the Board of Directors shall have one vote on all matters presented to the Board.

Section 5.3. Regular Meetings. The Board of Directors shall conduct meetings as needed to accomplish the business of the club. Notice of such meetings shall be provided to each director at least three (3) days prior to the date of such meeting.

Section 5.4. Quorum. The presence of a majority of the directors shall be necessary to constitute a quorum for the transaction of any business, and the act of the majority of the directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors except as may be otherwise specifically provided by statute or these By-Laws.

Section 5.5. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, written consents setting forth the action to be so taken shall be signed by all members of the Board of Directors and such written consents shall be filed with the minutes of the proceedings of the Club.

Section 5.6. The Board of Directors, in its discretion, may purchase a surety bond in such amount as it shall determine to cover the President and Treasurer. The Club may also purchase other insurance of sufficient types and amounts to cover any obligations or liabilities arising out of Club activities as the Board of Directors determines necessary.

ARTICLE 6.
Committees and Task Forces

Section 6.1. Creation. The Board of Directors may appoint such standing and special committees or task forces as it may from time to time deem necessary or desirable. The Board of Directors shall specify the function or functions of any such committee, the number of the members thereof and their terms of office (if fixed). Subject to the authority of the Board of Directors, such committees may consider and investigate such matters, and perform such acts and responsibilities, as may be referred or delegated to them by the Board of Directors.

Section 6.2. Operations. Except as may otherwise be provided by resolution of the Board of Directors in the case of particular committees, the following provisions shall be applicable to all standing and special committees appointed pursuant to this ARTICLE 6:

- (a) The members of such committees shall be appointed by the President, subject to the approval of the Board of Directors.
- (b) The chairpersons of such committees shall be appointed by the President, subject to the approval of the Board of Directors.
- (c) A majority of the voting members of any such committee shall constitute a quorum at any meeting thereof.
- (d) Any such committee may operate by its own rules or procedure.

ARTICLE 7.
Miscellaneous

Section 7.1. Execution of Contracts and Other Documents. All contracts and agreements entered into by the Club and all checks, drafts and bills of exchange, and orders for the payment of money shall, in the conduct of the ordinary course of business of the Club, unless otherwise

directed by the Board of Directors or unless otherwise required by law, be signed by the Head Coach. Any one of the documents heretofore mentioned in this section for use outside of the ordinary course of business of the Club, or any deeds, mortgages, notes or bonds of the Club, shall be executed by and require the signature of the President and at least one other officer, jointly, unless otherwise directed by the Board of Directors of the Club or unless otherwise required by law. All checks greater than or equal to the amount of \$000 shall require dual signatures of the treasurer and the Head Coach.

Section 7.2. Head Coach. The Board of Directors shall serve as a screening committee and make recommendations accordingly to the membership for the hiring and dismissing of the head coach for the Club. The hiring or dismissal of the head coach shall require the consent of two-thirds of the membership present at a meeting at which a quorum is present and where such action is considered. The Board of Directors shall have authority upon the recommendation of the Head Coach to retain or dismiss assistant coaches and other personnel providing services to the Club.

Section 7.3. Club Fees & Dues. The registration fee and practice dues of the Club shall be determined each season by the President of the Club subject to the approval of the Board of Directors. Registration and practice fees are not refundable.

Section 7.4. Robert's Rules of Order. Robert's Rules of Order shall govern all meetings of the Club unless inconsistent with the By-Laws of the Club.

Section 7.5. Fiscal Year. The fiscal year of the Club shall be from September 1 to August 31.

Section 7.6. Indemnification. The Club shall indemnify any person made a party to any action, suit, or 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 reasonable incurred by such person in connection with the defense of such action, suit or proceeding. The Club may also reimburse to any such 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 members that it was to be the interests of the Club that such settlement be made. Such rights of 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 provision of these By-Laws.

Section 7.7. Deposits and Checks. All monies of the Club shall be deposited in the name of the Club under such conditions and at such financial institution or financial institutions as shall be determined by the Board of Directors.

Section 7.8. Code of By-Laws. The power to make, alter, amend or repeal this Code of By-Laws of the Club providing for the internal regulation and conduct of the affairs of the Club shall be vested in the membership. No amendment to these By-Laws shall be made except by a two-thirds vote of the members of the Club present at any meeting at which there is a quorum for the purpose of conducting business. Notice of the intention to propose any amendment to the By-Laws must be given to the membership at least five (5) days prior to the meeting at which such amendment will be considered.

Section 7.9. Club Administrator. The Club Administrator shall be responsible for: (i) the creation, distribution, and collection of all registration forms, (ii) the billing and collection of registration fees, Indiana/USA Swimming fees, practice dues, meet fees, etc., (iii) the depositing of all funds received in a Club banking account, (iv) keeping a list of the members of the Club and their respective post office addresses, and (v) the updating of a financial database as specified by the Board of Directors for all financial transactions made by the Club Administrator. In addition to these general roles and responsibilities described below, the Club Administrator may also have Collateral Duties. Collateral Duties shall be detailed in a document supporting these Bylaws

entitled: *Addendum B*

Last updated:  June 10th, 2014