

# BYLAWS FOR SOUTHEASTERN SWIM CLUB OF FISHERS INC.

## Article 1 – Name

**Section 1.1** The name of the organization shall be the "Southeastern Swim Club of Fishers Incorporated," hereinafter referred to as the "Club."

**Section 1.2** The official address of the Club shall be:  
PO Box 327  
Fishers, IN 46038

**Section 1.3** The fiscal year of the club shall commence on the first day of September and terminate on the 31st day of August.

## Article II – Membership

**Section 2.1 Members** - There shall be no "members" of the Club as the term defined in the Indiana Nonprofit Corporation Act of 1991 at Indiana Code 23-17-2-17. Whenever the word "member" or "members" is used it refers to qualified supporters of and participants in the Club.

**Section 2.2 Eligibility** - Any person shall be eligible for membership. Membership is open to any resident in the state of Indiana, provided the majority of competitor members at all times are residents of Hamilton County, Indiana. Application requirements are set by the head coaches and the Board of Directors. Acceptance of application by a member who has been previously expelled or suspended by The Club or any other LSC, in any period, shall be determined by the Board of Directors

**Section 2.3 Classes** - (A) Regular Members  
(B) Competitor Members  
(C) Additional Members  
(D) Satellite Site Members

**Class A** members shall be defined as the parent(s) or legal guardian(s) of the class B members.

**Class B** members shall be defined as those individuals who have met the minimum requirements as a competitive swimmer set by the Board of Directors, the head coaches, and USA Swimming

**Class C** members shall be additional members as defined in Section 6.3

**Class D** members shall be defined as the parent(s) or legal guardian(s) of swimmers at satellite sites.

**Section 2.4 Dues and Assessments** - The membership dues and fees will be set by the Board of Directors and can be changed periodically by the Board. Should the Club need an assessment, the Board of Directors shall determine the amount assessed to each member.

**Section 2.5 Nonpayment of Dues and Other Fees –** All bills are emailed to class A members on the first (1<sup>st</sup>) of each month and are due by the first (1<sup>st</sup>) of that month. A billing summary is emailed to class A members on the twenty-fifth (25) of each month for review.

Bills will be considered delinquent if not paid by the first (1<sup>st</sup>) of the next month (i.e. thirty (30) days past due) and the class B member will not be permitted to participate in competitive meets until all delinquent balances are paid in full.

Balances sixty (60) days past due result in the class B member not being permitted to participate in competitive meets or club practices.

If balances are ninety (90) days past due the club will pursue any means necessary to collect balances due, including, but not limited to the use of an outside collection agency. Any fees charged by the collection agency or legal fees incurred while trying to collect on a past due account will be the responsibility of the class A member. All past due balances must be paid in full prior to registration for a subsequent season.

**Section 2.6 Voting and Office Holding –**

Only class A members shall be entitled to vote at the Club elections or on matters of Club business and shall be entitled to hold office in the Club. Class A members shall have a maximum of one vote per family on all matters brought before the membership for a vote regardless of the number of related class B members swimming. Furthermore, these privileges are extended only to class A members who are in good standing and whose account is not past due.

**Section 2.7 Membership - Voting by Email, Facsimile and/or Electronic Media:**

Proposals to the membership for mail, facsimile, or electronic voting, shall first be approved by the Board of Directors unless the proposals are endorsed by at least twenty (20) percent of the voting members, in which case Board approval shall not be necessary. In such a vote, no less than ten (10) percent of all members eligible to vote shall cast a ballot to constitute a valid action and a majority of those voting shall determine the action. Additionally, Board approval is not needed for election ballots.

**Exception to Section 2.7 –** Election of board positions and/or other elected volunteer positions shall be posted on the general club website for member voting for 30 days and action valid based on the majority of those casting ballots.

**Section 2.8 Membership-Expulsion/Suspension of Members—**

The membership and/or rights of participants in the Club or Club activities can be terminated by expulsion or suspension of any class member consistent with the provisions of 7.2 herein. In such cases:

- A. The member(s) will receive no less than fifteen (15) days written notice of the effective date of the expulsion and/or suspension, and the reasons therefore;
- B. The member(s) shall have the opportunity to be heard, orally or in writing by the Board of Directors no less than five (5) days prior to the effective date of the expulsion and/or suspension.

### **Article III Purpose**

**Section 3.1** The purpose of the Club shall include the following:

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

### **Article IV - Non Profit Organization**

**Section 4.1** The Club shall at all times be operated on a non-profit basis for the mutual benefits of its members. No dividends or other interests in the assets of the Club shall be paid by the Club to its members. No part of the earnings of the Club shall inure to the benefit of, or be distributed 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 and services rendered and expenses incurred and to make payments and distributions in full furtherance of the purposes set forth herein.

**Section 4.2** No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Club shall not participate in any campaign on behalf of any candidate for public office. Notwithstanding, any other provision of the by-laws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

### **Article V - Meetings of Members**

**Section 5.1** The Club shall hold an annual meeting of the membership the Second Monday following the HSE School Corporation's spring break for the purpose of reviewing the activities and the financial affairs of the Club, electing a Board of Directors and conducting such other business as may properly come before the meeting. The elected board members would take office on September 1 of the following year.

**Section 5.2** The annual meeting and other meetings of all members shall be held at a convenient hour and place designated by the Board of Directors.

**Section 5.3** Only Class A members shall have the right to vote. The method of voting shall be determined by the Board of Directors. Each family of a Class B member shall have one vote. At any meeting of membership attendance in person of at least (60%) sixty percent of the regular Class A members shall constitute a quorum.

**Section 5.4** 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. Written notice of any special meetings shall be posted not less than one (1) week, (i.e.) seven days before said meeting. Such special meetings 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 (10%) ten percent of the regular class A members (excluding the Board of Directors) presented to the Board of Directors.

### **Article VI - Board of Directors**

**Section 6.1 Management** - The control and management of affairs of the Club shall be vested in the Board of Directors (the "Board").

**Section 6.2 Number and Tenure** -The Club shall have a total of nine (9) directors. Each elected director shall hold office for a term of three (3) years. The Board shall have the right to increase or decrease the number of Directors by a vote of majority of the Directors present at a properly called meeting of Directors, provided there is a quorum.

**Section 6.3 Qualification** - Any class "A" member of the club who is in good standing and who has been a member of the club for two (2) seasons is eligible to be a director. Directors are eligible for re-election. A Director can serve no more than two (2) consecutive elected terms. A one year period must lapse before a member who has previously served two (2) consecutive terms may run for the board again.

The seventh (7), eighth(8), and ninth(9), are class C members and need not be members of the Club. Position 7 will be the HSE Head Coach and/or the Head Coach for the U.S.A. Swimming sanctioned Club, Position 8 will be appointed by the Hamilton Southeastern School District and Position 9 will be appointed by the Board of Directors with a majority vote.

At the June meeting following the annual meeting described in Section 5.1, the board shall determine which positions will be voting positions for twelve (12) month period beginning with the first regular meeting of the newly elected Board of Directors.

**Section 6.4 Election** - Directors shall be elected by a majority vote of the membership at the annual meeting. The new Directors shall be elected from a slate of qualified

candidates presented to the membership one (1) month prior to the annual meeting.

**Section 6.5 Board Meetings** - Regular meetings of the Board are to be held at a time and place to be determined by the Board.

Special meetings of the Board may be called by or at the request of the President or a majority of the Directors. All board members shall be advised orally or in writing as to the time and place of any such meeting. Notice shall be given three (3) days prior to the meeting. Attendance at any meeting shall constitute a waiver of Notice thereof.

**Section 6.6 Quorum & Attendance**- A majority of the Board, five (5) voting members shall constitute a quorum. In the event of filling a vacancy or of a vote at a meeting when there is a vacancy on the board, a majority of the existing Directors shall constitute a quorum.

A member attending the meeting electronically (by phone or other existing electronic means) shall be considered present when so attending at a maximum of three meetings during the year. Should a member attend electronically more than three times during the year, the member shall not be able to vote on issues taken by the Board at any meeting attended electronically thereafter.

The absence of any Director from any meeting of the Board of Directors for two (2) consecutive meetings or the failure to attend eight percent (80%) of said meetings without satisfactory reason shall be deemed a resignation therefrom.

**Section 6.7 Voting** - The vote of the majority of the Directors present at a meeting with a quorum shall be the act of the Board and considered the decision of the Club.

**Section 6.8 Informal Action by the Directors** - Any action required or permitted to be taken at any meeting of the Board of Directors or any standing committee thereof, may be taken without a meeting upon the execution of written consent or electronic consent to the action signed by all members of the standing committee and the executive officers, as the case may be. The written consent must then be filed with minutes of the next board meeting.

**Section 6.9 Vacancies** - Any vacancy occurring in the Board of Directors caused by death, resignation, or other reasons shall be filled by a vote of the remaining Board of Directors. That director will serve until the end of the vacant term.

**Section 6.10 Contracts and Agreements** – All contracts and agreements must be authorized by the Board of Directors and shall, unless otherwise directed by the Board of Directors, be signed by any member of the executive committee in accordance with Article VII, Section 7.2 or such other person so authorized by the Board of Directors.

**Section 6.11 Powers and Duties** - The duties and powers of the Board of Directors shall be such as usually bestowed upon the Directors of any Club or Association and may include the selection of the place, fixing the date, and the making of all arrangements necessary for holding meetings of the Club and the publication of whatever date the Directors deem essential to benefit 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 or other agreements necessary to carry out the purpose of the Club. However, the Board of Directors shall not exercise any powers relating to either of the following:

- A. Entering into indebtedness or assume liability for payments without sound financial plan to pay such contracts or debt.
- B. Entering into a contract or agreement for the purchase or sale of real estate. (such matters may only be accomplished by 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 bylaws.)

**The Powers of the Board shall include the following:**

- A. The participation and conducting of such meets and competition, the Board of Directors shall determine from time to time to be in the best interest of the Club;
- B. The publication and distribution of programs, newsletter, and other publications designed to promote the activities 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 person/persons, firms, or corporations as may be necessary in order to provide special services to the Club;
- F. The operation of food concessions and the sale of swimming equipment and paraphernalia to its members and other persons;
- G. 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;
- H. To open and manage accounts for the purpose of investing short and long term funds. Monies shall be invested in conservative to slightly moderate accounts in government guaranteed institutions and/or nationally recognized money market mutual funds. All transactions shall require two board member signatures.

**Section 6.12 Board of Director's Proposals -Voting by Email, Facsimile and/or Electronic Media:**

Motions made for the Approval of the Board can be presented through email, facsimile and/or electronic media. Approval of such motions requires unanimous approval of voting members of the Board. In such a vote where 100% positive response is not received by the Secretary within 30 days of submittal, the motion will be automatically withdrawn. If necessary and requested, a new motion can be considered and presented to the board by any format listed above.

Approved/Denied/Tabled motions are to be documented in the next normal board meeting minutes for record.

### **Article VII - Standing and Special Committees**

**Section 7.1** The President shall, with the advice and counsel of the Board of Directors, appoint the Executive Committee in accordance with section 7.2 of this article and any standing committee or special committee and their subsequent committee chairs, the President may deem necessary to properly carry on the activities and functions of the club. The committees may be comprised of any regular member, officer, or Director of the Club and shall perform as the President and Board so direct.

**Section 7.2 Executive Committee** - The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. In addition to such other duties as may be assigned to it, the Executive Committee shall investigate all cases involving possible suspension or expulsion and report to the Board of Directors with a recommendation of the action to be taken including any class of member, or a member of the Board of Directors.

### **Article VIII - Officers**

**Section 8.1 Election** The office of President shall be elected at the June meeting following the annual meeting described in Section 5.1, provided there is a quorum for the meeting, for the twelve (12) month period beginning with the regular meeting of the newly elected Board of Directors. No Director shall be allowed to hold more than one (1) office.

**Section 8.2 The President** shall preside at all meetings of the membership and of the Board of Directors, and shall perform such other duties as may be determined by the Board of Directors and shall perform and discharge such duties as generally devolve upon a chief executive officer.

**Section 8.3 The Vice President** shall perform all duties incumbent upon the President during the absence or disability of the President and perform other duties as may be prescribed by the Board of Directors.

**Section 8.4 The Secretary** 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 meetings, shall file and take charge of all papers and documents belonging to the Club, shall keep a list of members entitled to vote and make them available for inspection by Club members, and shall perform such duties as may be prescribed by the Board of Directors.

**Section 8.5 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 moneys and other valuable which 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 the Board of Director's meetings or whenever requested by the Board of Directors, a statement of the financial condition of the Club, shall be required to furnish bond at the expense of the club in such amounts as may be ordered by the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

**Section 8.6** In the case of absence of any Director of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of duties of such officer to any other officer for a specified time provided a majority of the Board of Directors concurs therein.

#### **Article IX Corporate Indemnification**

**Section 9.1** The Club shall indemnify any person, provided they were acting in their capacity as a Director, made a party to any such 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 if it shall be found by a majority of the Class A members that it was to be in the interests of the Club that such a 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 provisions of these Bylaws.

#### **Article X Termination and Dissolution**

**Section 10.1** The Club may be terminated and dissolved upon the affirmative vote of at least two - thirds (2/3) of all Class A members entitled to vote. In the event of such termination and dissolution, the Board of Directors, after paying or making provision for the payment of all liabilities of the Club, the remainder of the assets or net worth shall be distributed according to the Articles of Incorporation.

#### **Article XI - Amendment of Bylaws**



**Section 11.1** The power to make, alter, amend, or repeal these Bylaws 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 alteration, amendment, or repeal of the Code of Bylaws.

**Adopted This \_\_\_\_\_ Day of \_\_\_\_\_, By the Board of Directors**

**Southeastern Swim Club**

**By: \_\_\_\_\_**  
**President**

**Attest: \_\_\_\_\_**  
**Secretary**

**7/11/2014**