

Terre Haute Torpedoes, Inc.

Bylaws
Amended
September 15, 2000
March 26, 2007
September 15, 2014
August 16, 2017
November 5, 2019

Terre Haute Torpedoes Bylaws

ARTICLE I NAME

SECTION 1: The name of the corporation shall be the "Terre Haute Torpedoes, Inc.", hereinafter referred to as the "Club".

ARTICLE II OFFICES

SECTION 1: PRINCIPAL OFFICE:

The Principal office for the transaction of the activities and affairs of the corporation is located at PO Box 10022, Terre Haute, IN 47801. The Board of Directors may change the location of the principal office at any time. Any change of this location shall be noted by the secretary on these bylaws opposite this section or this section may be amended to state the new location with notification made to Indiana Swimming.

SECTION 2: OTHER OFFICES:

The Board of Directors may at any time establish branch or subordinate offices at any place or places within Indiana or where the corporation is qualified to conduct its activities.

ARTICLE III PURPOSES AND OBJECTIVES

SECTION 1: The purpose of the Club shall include the following:

- A. To provide an opportunity for all children and adults eligible 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 and health habits;
- 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, senior, master programs that provide an opportunity for members to compete in organized swimming and diving competitions.
- E. To partner with other organizations with related aquatic activities.

ARTICLE IV MEMBERSHIP

SECTION 1: QUALIFICATIONS:

- A. There shall be two classes of membership in this corporation consisting of:
 1. Voting Members:
 - a. The parents or legal guardians living with minor children who participate in amateur competitive swimming and diving activities conducted by the corporation.
 - b. The emancipated persons who participate in amateur competitive swimming and diving activities conducted by the corporation.
 - c. Adults who participate in amateur competitive swimming and diving activities conducted by the corporation.

2. Non-voting Member:

Minor children who participate in amateur competitive swimming and diving activities conducted by the corporation.

- a. No person may hold more than one membership or a fractional membership. The right of members to vote shall be determined as provided in Section 4.4(B).

SECTION 2: FEES AND DUES:

Each member must pay, as determined by and within the time and on the conditions set by the Board of Directors, an annual registration fee, if any, and seasonal dues and/or annual dues to be determined with the amounts to be set from time to time by the Board of Directors for members to stay in good standing with the Club.

SECTION 3: TERMINATION OF MEMBERSHIP:

Membership shall terminate upon the occurrence of any of the following events:

- A. The resignation of the member.
- B. The failure of the member to pay dues or assessments, if required, within the times set forth by the Board of Directors.
- C. The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, Indiana Swimming, or USA Swimming or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation.

SECTION 4: RIGHTS AND LIABILITIES OF MEMBERS:

- A. The members eligible to vote shall be those members defined in Section 4.1(A). These members shall have one vote per member account on all matters brought before a vote of the membership; provided, however, that such member is in good standing with the club as outlined in Section 4.2.
- B. Each person who is or was a Director, Officer, or employee of the corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the corporation to the full extent permitted by the Nonprofit Corporation Law of the State Indiana against any liability, cost or expense incurred in the capacity as Director, Officer, or employee (including serving at the request of the corporation as a Director, Officer, employee, or agent of another corporation).
- C. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense.

ARTICLE V MEETINGS OF MEMBERS

SECTION 1: PLACE OF MEETINGS:

Meetings of the members shall be held at any place in the State of Indiana as designated by the Board of Directors.

SECTION 2: ANNUAL MEETING:

The annual meeting of the members shall be held during the month of September.

SECTION 3: GENERAL MEMBERSHIP MEETINGS:

The general membership meetings shall be held:

- A. Between the months of October and March at a date to be determined by the Board of Directors.
- B. Between the months of April and July at date to be determined by the Board of Directors each year unless the Board of Directors fixes another date and so notifies the members not less than 10 days prior to the meeting. Notice of the meetings shall specify the place, date, and hour of the meeting.

SECTION 4: SPECIAL MEETING:

A special meeting of the members may be called from time to time as deemed necessary by the Board of Directors, President, or twenty-five percent (25%) or more of the voting members. The general

membership will be notified of the special meeting either orally or in writing, not less than 10 days prior to the meeting.

ARTICLE VI NUMBER AND COMPOSITION OF BOARD OF DIRECTORS

SECTION 1: NUMBER OF BOARD OF DIRECTORS:

The Board of Directors shall consist of no more than 11 members and no less than 7 members.

SECTION 2: THE DUTIES AND COMPOSITION OF THE BOARD OF DIRECTORS:

All members of the Board of Directors will be in good standing with the Club.

- A. Three Executive Officers consist of the President, Vice President and Treasurer. Executive Officers will have a minimum of one child that has participated for one calendar year prior to becoming a Board Member or be a Masters swimmer for either Short Course season or Long Course season. Executive Officers will have an active membership with the Club.
- B. The remaining Board of Director Members will consist of the Secretary, Meet Director, Sponsorship Chair, and the At-Large Members. Members shall be selected from the parents, masters program, and community leaders with an interest in aquatic activities. The Meet Director and Sponsorship Chair are to have direct experience with the assigned duties.
- C. Each household shall be limited to one adult member on the board at any time.

ARTICLE VII BOARD OF DIRECTORS

SECTION 1: POWERS OF THE BOARD:

The duties and powers of the Board of Directors shall be such as usually devolve upon directors of any club or association and may include the selection of the place, fixing the date, and making all arrangements necessary for holding meetings of the Club and publication of 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. Specific powers include, but are not limited to, establishing committees and appointing their members, engaging in any and all financial agreements and transactions, hiring of employees of the corporation and any other personnel deemed necessary to the successful operation of the Club.

SECTION 2: DUTIES OF THE BOARD OF DIRECTORS EXECUTIVE OFFICERS:

- A. *The President* shall preside at all meetings of the membership and of the Board of Directors, shall perform such other 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.
- B. *The Vice President* and perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as may be prescribed by the Board of Directors. In the absence of the President, the Vice President will perform his or her duties. The Vice President will recruit volunteers to support the operation of the Club. This will include but are not limited to officials, meet workers, and board members.
- C. *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 valuables which may from time to time come into the possession of the Club, shall maintain a bank account in the name of the Club, shall be responsible for the procurement of all federal and state filing fees, 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 other duties as the Board of Directors may prescribe.

SECTION 3: DUTIES OF THE BOARD OF DIRECTORS AT LARGE MEMBERS:

- A. *The Secretary* shall have the 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

for 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 at the Club's principle office and make them available for inspection by club members, shall file annual Secretary of State forms and procure necessary funds, and shall perform such duties as may be prescribed by the Board of Directors.

- B. *The Meet Director* shall organize, promote, and administrate the meets hosted by the Club and shall perform such other duties as prescribed by the Board of Directors.
- C. *Sponsorship Chair* is responsible for recruiting businesses and individuals to donate funds, equipment and/or supplies to various needs of the Club.
- D. *At-Large Board members* shall serve as a liaison between the swim and diving groups and the board, bring to the board questions and concerns of the groups, communicate actions by the board to their representative group and perform other duties as assigned by the board. Each swim or diving group will be assigned a board member to serve as a group representative.

SECTION 4: TERM OF ELECTED BOARD MEMBERS:

The term of each elected board member shall be one 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 until the next annual meeting. No director shall hold more than one office at a time.

SECTION 5: QUORUM OF DIRECTORS:

The presence of at least half of the 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 bylaws, the decision of a majority of the directors present at any meeting shall be the decision of the Club.

SECTION 6: SPECIAL MEETINGS:

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 days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

SECTION 7: ELECTION OF BOARD OF DIRECTORS:

- A. Elections for the Board of Directors will be held annually in the month of September or on another date prescribed by the Board of Directors provided the general membership is given proper notice of such meetings by notifying the members not less than 10 days prior to the meeting. Notice of the meetings shall specify the place, date, and hour of the meeting.
- B. Nominations to the Board of Directors may be made by the general membership.
- C. Nominations of candidates in the form of a slate for the Board of Directors will be presented to the general membership not less than 10 days prior to the meeting.
- D. The election of the slate for the Board of Directors will be based on a majority of votes by the voting members.
- E. Newly elected officers will take office October 1 of the year they are elected.

ARTICLE VIII COMMITTEES

SECTION 1:

The Board of Directors shall at any time deemed necessary be empowered with the authority to appoint committees for the purpose of conducting business for the Club. Committees shall be subject to the rules and regulations of the Articles of Incorporation, these bylaws, and Indiana Swimming.

ARTICLE IX AMENDMENTS

SECTION 1:

- A. These bylaws may be amended by presenting the proposed amendment(s) to the board one meeting prior to the vote.
- B. The membership must receive notice of any meeting of the Board of Directors where amendment(s) to the bylaws are to be considered. The notice must do the following:
 - 1. Be given to the membership no less than 10 days prior to all meetings.
 - 2. State that the purpose of the meeting is to consider a proposed amendment to the bylaws.
 - 3. Contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.
- C. A majority vote of the total Board of Directors shall be required for final inclusion of a proposed amendment.

Adopted this 26th day of August, 1997 by the voting memberships of Wabash Valley Swim Club and Terre Haute Area Aquatic Club.

Amended: September 15, 2000.

Amended: March 26, 2007

Amended: September 15, 2014

Amended: August 16, 2017

Amended: November 5, 2019

Terre Haute Torpedoes, Inc.

By: Lisa Moore, President

Attest: Ashley Ingle, Secretary