

BY-LAWS
OF THE
MUNSTER SWIM CLUB, INC.
(An Indiana not-for-profit Club)

ARTICLE I
IDENTIFICATION

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

ARTICLE II
PURPOSE

The purposes of this Club are:

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).

ARTICLE III
MEMBERSHIP

1. Membership shall consist of parents and/or legal guardians of any swimmer whose application for membership with the Munster Swim Club has been approved by the Board of Directors (hereinafter referred to as the "Board"). Membership may be revoked for failure to adhere to club rules and policies upon unanimous vote of the Board.

2. Active participation by all 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 members must meet minimum participation requirements according to guidelines issued by the Board.

3. Membership in the Club is seasonal and lasts for the entire term of the current swimming season (i.e., Long Course Meters or Short Course Yards). Membership in the Club for any season commences on the first day of sign ups for that season, and continues until midnight of the day before the first day of sign ups for the next season.

4. Members shall pay such dues as shall be 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.

5. 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.

ARTICLE IV

OFFICERS AND DIRECTORS

The officers of the Club shall consist of a President, Vice President, Treasurer, Secretary, the immediate Past President and three Directors mentioned below. They, along with the Head Age Group Coach, shall constitute the Board of Directors who shall govern the Club. All directors may appoint such assistants or establish committees as they consider are necessary to accomplish their duties and responsibilities. The 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 three 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 June 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.

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- 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.

2. VICE PRESIDENT

- A. Acts in the place of and with full authority of the President in the absence of the President.
- B. Can cosign checks along with one of three other authorized signatories.
- C. Appoints, with the approval of a majority of the Board, Parent Representatives from each of the training teams.
- D. Maintains records of Club equipment and other inventory.
- E. Acts as liaison to each of the training teams' Parent Representatives.
- F. Responsible for securing facilities for the Club, including applications for all use permits and providing appropriate certificates of insurance required by facilities providers.
- G. Establishes and maintains a job description for all employees of the Club.
- H. Arranges for the training and continuing education for all employees of the Club.

3. TREASURER

- A. Arranges and supervises checking accounts for deposit of Club funds.
- B. 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.
- C. Maintains financial records of the Club, including payroll, USA Swimming and meet obligations.
- D. Files all required tax returns on behalf of the Club.
- E. Can cosign checks along with one of three other authorized signatories.
- F. Submits monthly and annual reports to the Board on fiscal status of the Club including income and expenses in the Club's accounts.
- G. 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.
- H. 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.
- I. Maintains the Club's insurance programs, including without limitation workman's compensation and officer/director liability policies.

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4. SECRETARY

- A. Prepares and submits for Board approval the minutes of each meeting.
- B. Coordinates with the 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 the voice-mail, web site, mailboxes, and other methods of communication within the Club.
- H. Maintains the historical records of the Club.
- I. Coordinates the preparation and distribution of the Club's newsletter, *Lane 7*.
- J. Can cosign checks along with one of three other authorized signatories.
- K. Provides all information to and registers swimmers with the Club's governing/sanctioning body.

5. DIRECTOR OF MEET ACTIVITIES:

- A. Coordinates collection of all meet entries and transmittal of same to the Head Coach.
- B. 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.
- C. Supervises and implements, along with other Club personnel and membership, all aspects of meet hosting and invitational, including but not limited to scoring, awards, announcing, clerk, hospitality, concessions, clean-up, timers, cards, computer room and security.
- D. Acts as chairperson of the Swim Committee, which shall meet prior to the beginning of each season to create a team meet schedule.
- E. Obtains sanctions for all meets sponsored by the Club.
- F. Encourages and assists individuals to become certified officials and to maintain and improve their skill levels.

6. DIRECTOR OF FUNDRAISING ACTIVITIES

- A. Establishes and coordinates a program to solicit advertisements and sponsorships from

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vendors, local businesses and patrons.

- B. Compiles and publishes heat sheets for all home invitational meets.
- C. Establishes, coordinates, and supervises the Club's fundraising activities.

7. DIRECTOR OF RECOGNITION ACTIVITIES

- A. Responsible for public relations and publicity relating to Club activities, including sign-ups, team pictures, press releases and other activities.
- B. Maintains and updates the record boards at the Munster High School Pool pursuant to Club policy.
- C. Coordinates and supervises social activities of the Club, including without limitation team parties, annual team banquet, and hotel accommodations at away meets.
- D. Supervises and implements an orientation program for new members of the Club.
- E. Supervises the sale of Club apparel through the Team Clothing Coordinator.

8. PAST PRESIDENT

- A. Facilitates the transition from the old Board to the new Board.
- B. Acts as a consultant and works on projects as requested by the Board.
- C. Obtains and disseminates information about USA Swimming benefits available to the Club.

9. HEAD AGE GROUP 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 Age Group Coaching Staff.
- C. Votes on issues presented to the Board, except as specifically provided below.
- D. Carry-out the responsibilities of the Job Description, as approved from time-to-time, by the Board of Directors.
- 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 or Directors, from time to time.
- H. Together with the Human Resources Committee, establish and maintain a job description for all employees of the club.
- I. Responsible for maintaining records of coaches' accreditation and certification.

- J. Responsible for insuring a program for training and continuing education for all employees of the Club.
- K. Obtains more information about USA Swimming benefits available to the Club.

The Head Age Group 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, dismissal, contracts, and salary issues.

ARTICLE V

ELECTION OF DIRECTORS/OFFICERS; TERM OF OFFICE

1. Officers and Directors will be elected by the membership annually in June of each year. Officers and Directors will assume their respective offices on August 1 following their election. Each officer and director named herein shall have a term of office of August 1 to and including the following July 31.

2. On or before May 15th, the Nominating Committee shall certify to the Secretary of the Club the nominations of up to three (3) candidates for each Officer/Director of the Club. Said nominations shall constitute the regular slate of candidates for Officers and Directors of the Club. On or before June 1st of said year, the Secretary shall mail 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 returned to the Club with a postmark of not later than June 15.

3. At any time between March 1st and May 15th, any group of no less than three (3) members 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.

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 July 1 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. Voting will be by ballot, with one (1) ballot to each parent, or in the absence of one (1) parent of a family, the other parent of the family may cast both family votes.

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.

ARTICLE VI

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.

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

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

4. Participation through Communications Equipment

- A. Members of the Board of Directors may participate in meetings of the Board of Directors through conference telephone calls or similar equipment by means of which all persons participating in the meeting can hear each other at the same time.

B. Participation by such means shall constitute presence in person at a meeting.

5. Polling

A. In matters where 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.

6. Proxy Vote

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

7. 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.

8. Procedure

A. Robert's Rules of Order Newly Revised (1990) shall govern the conduct of all meetings of the Board in all situations not covered by these By-Laws.

ARTICLE VII

GENERAL MEETINGS

1. Annual

A. An annual General Meeting of the Members of the Club shall be held between March 1 and May 1 of each year, as set by the Board of Directors. If possible, this meeting should be held in conjunction with the annual recognition banquet.

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.

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. In the absence of one (1) parent of a family, the other parent of the family may cast both family votes.
- B. Only those members in good standing as defined by Article III are eligible to vote.

6. Proxy Vote

- A. Except for a parent exercising the vote of an absent parent, voting by proxy in any general meeting shall not be allowed.

ARTICLE VIII

STANDING COMMITTEES

The Club shall have the following standing committees whose membership shall consist of the following persons:

1. **NOMINATING COMMITTEE.** No later than March 1st of each year, 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 V hereof. The Nominating Committee shall also be responsible to count the votes submitted by the membership and certify the results of the election to the membership.

2. **SWIM COMMITTEE.** The Swim Committee shall be comprised of the Director of Meet Activities, the Head Age Group Coach and the Parent Representatives of the training teams. The Director of Meet Activities shall serve as Chairperson of the Swim Committee. No later than one (1) week prior to sign-ups for each swim season, the Swim Committee shall meet to set a schedule of Team Meets.

3. **AUDIT COMMITTEE.** No later than April 1st and September 1st of each year, the President shall appoint, with the approval of a majority of the Board of Directors, a three (3) member Audit Committee which shall be comprised of one (1) current member of the Board of Directors that will not be the Treasurer 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 Audit Committee. Within thirty days the Audit Committee shall be responsible to conduct a review of the prior season's report prepared by the Treasurer of the Club's financial condition, including without limitation verification of payment of taxes,

insurance and other expenditures of the club; verification collection of accounts receivable and verification of filing of all tax returns.

4. HUMAN RESOURCE COMMITTEE. The President shall appoint, with the approval of a majority of the Board of Directors, a three member Human Resource Committee. The President shall designate the Chairperson of the Human Resource Committee. The Human Resource Committee shall be responsible for developing, implementing, and maintaining tools for employee applications, background checks, job descriptions, contracts, and evaluations.

ARTICLE IX

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 By-Laws. 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.

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.

ARTICLE X

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 XI

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.