

**BY-LAWS**  
**OF THE**  
**LAKE CENTRAL BARRACUDAS, INC.**  
**(An Indiana not-for-profit corporation)**

**ARTICLE I**

**IDENTIFICATION**

The name of the Club (hereinafter referred to as the "Club") is LAKE CENTRAL BARRACUDAS, INC.

**ARTICLE II**

**PURPOSE**

The purposes of this Club are:

- A. To promote, encourage and develop competitive swimming and other water sports for children and young people, through a comprehensive aquatic program;
- B. To promote sportsmanship, teamwork, self-discipline and character among swimmers, parents and coaches;
- C. To promote the Mission Statement of the Club, as may be amended from time-to-time, and,
- D. To administer all activities pertaining to competitive swimming meets;

**ARTICLE III**

**MEMBERSHIP**

1. Membership shall consist of parents and/or legal guardians of any swimmer and swim coaches, whose application for membership with the Club has been approved by the Board of Directors. Membership may be revoked for failure to adhere to club rules and policies upon unanimous vote of the Board of Directors.

2. Members of the Club shall reside within the territorial limits of the Lake Central (Indiana) School Corporation (the "Territory"). ***Notwithstanding the foregoing, however,*** membership may be extended to of parents and/or legal guardians of any swimmer and swim coaches not resident within the Territory upon written application to the Board of Directors, approval of said application by the Board of Directors and payment of a one-time transfer fee (which may be established by the Board of Directors).

3. 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 of Directors.

4. Members shall pay such dues as shall be determined by the Board of Directors from time to time. The President, with the consent of the Board of Directors, may alter or waive the applicable dues for good cause upon written request.

5. All outstanding fees and dues, including without limitation USA Swimming or other fees imposed by the Club's sanctioning body for the current season, owed by a Member must be paid in full by the date established by the Board of Director.

#### ARTICLE IV

##### OFFICERS AND DIRECTORS

The officers of the Club shall consist of a President, Vice President, Head Age Group Coach/2<sup>nd</sup> Vice President, Secretary, Treasurer, Copper Representative, Bronze Representative, Silver Representative, Gold Representative, Head High School Swimming Coaches (Girls and Boys) and Past President. They 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. With the exception of the Head Age Group Coach and the Head High School Swimming Coaches (Girls and Boys), any person who shall be elected to the Board of Directors of the Club shall first qualify as a parent or guardian of a dues paying swimmer, who participates in at least one (1) season annually. In the event that any director fails to meet this criteria subsequent to election to the Board of Directors shall be automatically removed from the Board of Directors and a replacement selected pursuant to these By-Laws.

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 Meetings and General Meetings and is *ex officio* member of all committees.
- C. Prepares an agenda for all General Meetings and Executive Meetings.
- D. Jointly, with the Head Age Group Coach and the Head High School Swimming School Coaches (Girls and Boys), act as a liaison between the Club and the Lake Central School Corporation.
- E. Acts as official representative of the Club in meetings and discussions with outside groups, associations, etc.
- F. Acts to ensure that the charter of the Club is kept current and in force.
- G. Can cosign checks along with the Treasurer of the Club.
- 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 March election of officers and Directors.
- J. Appoints, with the approval of a majority of the Board of Directors, an Audit Committee to review the annual financial report of the Club.
- K. Responsible for the long range planning and implementation of Club goals.

## 2. VICE PRESIDENT

- A. Acts in the place of and with full authority of the President in the absence of the President.
- B. Acts as liaison to each of the training teams' parent representatives.
- C. Maintains records of Club equipment and other inventory.
- D. Responsible for securing facilities for the Club, including applications for all use permits and providing appropriate certificates of insurance required by facilities providers.

### 3. TREASURER

- A. Arranges and supervises checking accounts for deposit of funds of Club.
- 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. File all required tax returns on behalf of the Club.
- E. Can cosign checks along with the President.
- 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. 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.

### 4. SECRETARY

- A. Prepares and submits for Board approval the minutes of each Board Meeting and General 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 of Directors.
- C. Compiles and maintains a policy manual of all policies approved by the Board of Directors.
- 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 and all General Meetings.
- G. Coordinates mailboxes and other methods of communication within the Club (including the phone tree).
- H. Maintains historical records of the Club.
- I. Coordinates the preparation and distribution of a Club newsletter.
- J. Provides all information to and registers swimmers with the Club's governing/sanctioning body.

#### 5. COPPER, BRONZE, SILVER AND GOLD TRAINING GROUP REPRESENTATIVES (4)

- A. Acts as a liaison between the Copper, Bronze, Silver and Gold training groups and the Board of Directors.
- B. Serves as a member of the Swim Committee.

#### 6. HEAD AGE GROUP COACH/2<sup>nd</sup> VICE PRESIDENT

- 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. Acts as a consultant and works on projects as requested by the Board.
- D. Actively participates on all Standing Committees and other *ad hoc* committees established by the Board or Directors, from time-to-time.
- E. Establish and maintain a job description for all employees of the Club.
- F. Responsible for maintaining records of coaches' accreditation and certification.
- G. Responsible for insuring a program for training and continuing education for all employees of the Club.
- H. Obtains more information about USA Swimming benefits available to the Club.

- I. Jointly, with the President and the Head High School Swimming Coaches (Girls and Boys), act as a liaison between the Club and the Lake Central School Corporation.
7. HEAD HIGH SCHOOL SWIMMING COACHES (Girls and Boys)
    - A. Act as a liaison between the Age Group Program and the Senior High School Swimming Program.
    - B. Together, with the President and the Head Age Group Coach, act as a liaison between the Club and the Lake Central School Corporation.
    - C. Act as an advisor to the Age Group Swimming Program.
  8. PAST PRESIDENT
    - A. Provides advice and support to the President and the Club.
    - B. In the event of a tie on any decision made by the Board of Directors, the Past President shall have cast the tie-breaking vote.

## ARTICLE V

### ELECTION OF DIRECTORS/OFFICERS; TERM OF OFFICE

1. In order to provide for continuity among the Board, the President, and Secretary shall be elected in even numbered years; and the Vice President and Treasurer, shall be elected in odd numbered years. Elections for Officers and Directors for terms expiring in that year will be held by the Membership in April. Officers and Directors will assume their respective offices on May 1 following their election. Each officer and director named in this Section 1 shall have a term of office of two (2) years. Further, each officer and director named in this Section 1 may serve in his/her position for a maximum of two (2) consecutive terms.

2. Parent Training Group Representatives shall have a term of office of one (1) year and shall be elected annually in conjunction with the officers and directors being elected pursuant to Section 1 of this Article V.

3. On or before February 15<sup>th</sup>, the Nominating Committee shall certify to the Secretary of the Club the nominations of a candidate for each Officer/Director of the

Club to be elected in that year. Said nominations shall constitute the regular slate of candidates for Officers and Directors of the Club. On April 1<sup>st</sup> 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 April 15. Results of the elections shall be published to the Members and a formal announcement made to the Members at the Annual Meeting of the Club.

4. At any time between February 15<sup>th</sup> and March 15<sup>th</sup>, 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.

5. 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 deemed duly elected to said office for the following term of office.

6. 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.

7. 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.

8. For purposes of transition for new members of the Board of Directors, newly elected members of the Board of Directors shall be included in all meetings and communications of the Board of Directors from the time that their election is certified until the time that they take office.

## ARTICLE VI

### BOARD OF DIRECTORS MEETINGS

#### 1. Regular Meetings

- A. Regular Meetings shall be held a minimum of three (3) times per year as called by the President.
- B. The time and place of Regular Meetings and an agenda therefor shall be published to the Membership in a manner determined by the Board of Directors reasonably anticipated to provide notice to the Membership.
- C. A quorum shall consist of five (5) 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 and the Head Coach carries one (1) full vote but no individual, even though he may hold more than one 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

The Secretary, or in the absence of the Secretary, another Board member designated by the President, shall keep minutes of every Regular Meeting. The Secretary shall prepare a summary of the actions taken at each Executive Meeting. All minutes shall be presented to the Board at its next Regular meeting for review and ratification.

#### 4. Participation through Communications Equipment

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

#### 5. Polling

In matters where calling a special meeting of the Board of Directors is not practical, the President may contact each directors and poll said director as to a specific question or issue. 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. 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

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

#### 7. Action by Written Consent

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

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. In April of each year a General Meeting shall be held. This meeting should be held in conjunction with a Regular Meeting of the Board of Directors.
- B. Written notice of the date, time, place and agenda shall be published to each member of record at least 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 meeting and stating the proposed agenda, a Special General Meeting shall be called by the Board of Directors within seven (7) days. In the event that the Board of Directors fails to call a Special General Meeting within seven (7) days, then any petitioning Member may serve notice of the Special General Meeting to the Members of the Club.
- B. Written notice of the date, time, place and agenda shall be published to each member of record at least seven days prior to the meeting.

### 3. Agenda

Only items on the published agenda may be voted on at a General meeting unless at least 3/4 of all members of record are in attendance.

### 4. Quorum

No quorum is required for a General meeting.

### 5. Voting

- A. Voting shall be decided by a simple majority of the members present.
- B. Only those members in good standing as defined by Article II are eligible to vote.

### 6. Proxy Vote

Except for a spouse exercising the vote of an absent spouse, 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 January 15<sup>th</sup> 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 certifying the results of the election to the Membership.

2. SWIM COMMITTEE. The Swim Committee shall be comprised of the Head Coach and the Parent Representatives of the training teams. The Head Age Group Coach/2<sup>nd</sup> Vice President shall serve as Chairperson of the Swim Committee. No later than one 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 1<sup>st</sup> 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 (30) days the Audit Committee shall be responsible to conduct a review of the prior year's report prepared by the Treasurer of the Club's financial condition, including without limitation verification of payment of taxes, insurances and other expenditures of the club; verification collection of accounts receivable and verification of filing of all tax returns.

4. CONCESSION COMMITTEE. The President shall appoint, with approval of a majority of the Board of Directors, a Concession Committee consisting of a minimum of three (3) and a maximum of five (5) members, designated to plan, manage, staff and supply the concession activities at all club sponsored events.

5. FUNDRAISING COMMITTEE. The President shall appoint, with approval of a majority of the Board of Directors, a Fundraising Committee consisting of a minimum of three (3) and a maximum of five (5) members, designated to plan, supervise and execute fundraising activities for the Club. The President shall designate the Chairperson of the Fundraising Committee.

6. BY-LAW COMMITTEE. The President shall appoint, with approval of a majority of the Board of Directors, a By-Law Committee consisting of a minimum of three (3) and a maximum of five (5) members, designated to conduct a periodic review of the By-Laws and make recommendations to the Board of Directors and membership of the Club as to any changes to the By-Laws. The By-Law Committee shall meet at least once during each season to review the By-Laws. The President shall designate the Chairperson of the By-Law Committee.

## 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 of the remaining directors.

3. A Director may be removed without cause by a majority vote of the Members at a properly called meeting of the membership of the Club.

4. The Board of Directors may appoint a person to fill the remaining term of any vacancy on the Board of Directors following the removal of a Director.

**ADOPTION NOTE: THE FOREGOING BY-LAWS WERE ADOPTED AT THE ANNUAL MEETING OF THE CORPORATION HELD ON FRIDAY, APRIL 15, 2005.**

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

##### ADOPTION, AMENDMENT, OR REPEAL OF BYLAWS

These by-laws may be amended, rescinded or altered only by the vote of three-quarters (3/4) of the membership present at any General Meeting, provided that not less than ten (10) days notice of any repeal, modification, alteration or amendment shall have been sent to all Members.