

***Code of By-Laws  
of Donner Swim Club, Inc.***

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**CODE OF BY-LAWS  
OF  
DONNER SWIM CLUB, INC.**

**ARTICLE I  
NAME**

**Section 1.1 Name**

The name of the Corporation shall be Donner Swim Club, Inc., and hereinafter referred to as "Corporation."

**ARTICLE II  
AFFILIATIONS AND OFFICES**

**Section 2.1 Affiliation**

The Corporation is sponsored by the Department of Parks and Recreation of the City of Columbus.

**Section 2.2 Offices**

The principal mailing address for the transaction of the activities and affairs of the corporation ("principal office") is located at P.O. Box 1436 Columbus, Indiana 47202.

An office is maintained within the facilities of Donner Center Pool.

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

**ARTICLE III  
PURPOSES**

**Section 3.1 Purposes**

The purposes of the Corporation are:

- (a) To provide an opportunity for all Bartholomew and surrounding county residents to engage in a wholesome, lifesaving, lifetime sport and recreational activity of swimming;
- (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 interaction and family participation;

- (d) To promote and foster the involvement in age-group programs and provide an opportunity for members to compete in national or international amateur sports competitions;
- (e) In further aid of such enumerated purposes, to solicit, apply for, receive, hold and disperse grants, gifts, bequests, endowments and other funds;
- (f) To perform any purpose which not-for-profit corporations are authorized under the Nonprofit Corporation Act of 1991 ("the Act").

### **Section 3.2 Non-profit Corporation**

This corporation is a non-profit public benefit corporation incorporated under the laws of the State of Indiana. The club is not organized for the private gain of any person.

### **Section 3.3 Tax-Exempt Status**

This corporation is organized exclusively for charitable and educational purposes and for the purpose of fostering local, national, or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on by:

- (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or
- (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

## ***ARTICLE IV MEMBERSHIP***

### **Section 4.1 Qualifications**

- (a) There shall be one class of membership in this corporation consisting of:
  - (i) the parents or legal guardians of and living with minor children who participate in amateur competitive swimming activities conducted by the corporation,
  - (ii) minor children who participate in amateur competitive swimming activities conducted by the corporation, and
  - (iii) independent persons who participate in amateur competitive swimming activities conducted by the corporation.

Members shall pay such dues and fees as may be fixed by the board of directors.

- (b) 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 4.1(a).
- (c) Each family of regular members is limited to one vote.

#### **Section 4.2 Dues and Fees**

The membership shall also be contingent upon the payment of such periodic registration fees and membership dues as the Board of Directors may determine. These dues would constitute "club dues" and thus will be nondeductible as charitable contributions by the contributor.

#### **Section 4.3 Removal of Members**

The Board of Directors may convene an action review committee comprised of 3 directors and 2 regular members to remove a member defined by article 4.1(a). A unanimous vote is required for removal:

- (a) excessively delinquent dues where due notification has been given to the family
- (b) unsportsmanlike behavior and conduct
- (c) violation of the USA Swimming Article 304 Code of Conduct.

### ***ARTICLE V MEETINGS OF MEMBERS***

#### **Section 5.1 Annual Meeting**

An annual meeting of the members shall be held anytime within the 3<sup>rd</sup> quarter of the year, for the purpose of electing directors of the board and officers, the approval of the annual budget, and for the transaction of other such business as may come before the meeting.

#### **Section 5.2 Membership Meetings**

The members of the Corporation shall meet annually, unless the Board determines additional meetings are required. The Board will determine the time and location of these meetings.

Special meetings of the members may be called by the presidents, the Board of Directors or not less than ten per cent (10%) of the members having voting rights.

#### **Section 5.3 Place of Meeting**

The Board of Directors may designate any place, within the State of Indiana, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

If no designation is made or if a special meeting by otherwise called, the place of the meeting shall be the principal office of the Corporation in the State of Indiana. If all of the members shall meet any time and place, either within or without the State of Indiana and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

#### **Section 5.4 Notice of Meetings**

A written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered or

mailed by the secretary, or by the officer or person calling the meeting to each member of record entitled to vote at that meeting, at the address which appears on the records of the Corporation, at least ten (10) days before the date of the meeting. Notice of any meeting of members may be waived in writing filed with the secretary or by attendance in person.

#### **Section 5.5 Informal Action by Members**

Any general action or one required by law, that also requires a meeting of the members may be taken without meeting provided all of the members entitled to vote with respect to the subject matter thereof consent to the action in writing.

#### **Section 5.6 Quorum**

Presence in person or by proxy of forty (40) members shall constitute a quorum.

#### **Section 5.7 Proxies**

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

#### **Section 5.8 Voting**

The Financial Secretary/Administrative Assistant of the Corporation, shall keep at all times, at the principal office of the Corporation, a complete and accurate list of all members entitled to vote at any meeting of the members which may be inspected by any member, for any purpose, at any reasonable time.

A majority of the quorum shall be sufficient to carry any questions, elections, or resolutions.

## ***ARTICLE VI BOARD OF DIRECTORS***

#### **Section 6.1 General Powers**

The control and management of the affairs of the Corporation shall be vested in its Board of Directors. Directors must be Regular members of the Corporation, with the exception of the Head Coach and Administrative Assistant, as provided in Section 8.

#### **Section 6.2 Number and Composition**

The Board of Directors of the Corporation shall consist of a minimum of nine and a maximum of thirteen directors all of whom must be members of the Corporation, with the exceptions as provided in Section 8. The directors shall consist of the Co-Presidents, Co-Vice-Presidents, Secretary, Treasurer, Financial Secretary/Administrative Assistant, Head Coach, and two or three members-at-large. ***Each director shall have one vote.***

In the event that a family has two members elected to the Board of Directors, they shall have only one vote. The voting Director (family member) will be recorded at the first meeting.

The Board of Directors shall have the right to increase or decrease within the limits prescribed by the Articles of Incorporation the number of Directors by a vote of a majority of the Directors present at a properly called meeting of the Board of Directors. The Board will make every attempt to have all levels of the team represented as well as having an equal number of men and women on the board.

### **Section 6.3 Regular Meetings**

The Board shall meet monthly at such a place and time as the Co-Presidents may determine. Monthly meetings are not necessary where the Board determines fewer meetings will be sufficient to carry on the business of the Corporation.

A regular meeting of the Board of Directors shall be held without other notice than these by-laws, within 30 days after the annual membership meeting, and at a place to be announced. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for holding additional regular meetings of the Board without other notice than such resolution.

### **Section 6.4 Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of one of the Co-Presidents or a majority of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Indiana, as the place for holding any special meeting call by them.

### **Section 6.5 Notice of Special Meetings**

Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail, telegram, E-mail or fax to each Director at his address as shown by the records of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such a meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these by-laws.

### **Section 6.6 Quorum**

A simple majority of the Board shall constitute a quorum. However, when filling a vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum.

### **Section 6.7 Manner of Acting**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 6.8 Conflict of Interest**

The Club's Directors shall perform their duties without any conflict of interest with any other person or organization. All Officers and Directors shall recuse themselves from discussing and voting on any motions and refrain from official actions that would directly or indirectly cause a conflict of interest. The Board of Directors may disqualify a Director or Officer provided the remaining majority concur that a conflict of interest would result.

**Section 6.9 Informal Action by Directors**

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board of committee.

**Section 6.10 Power to Appoint Executive Committee**

The Board of Directors shall have power to appoint by resolution adopted by a majority of the entire Board an executive committee composed of two or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

**Section 6.11 Power to Elect, Appoint, and Remove Officers**

The Board shall have the power to appoint such other officers and agents as the Board may deem necessary for the transaction of the business of the Corporation. The Board shall also have power to fill any vacancy in any office occurring for any reason whatsoever.

Any officer or agent may be removed by the Board of Directors, whenever in the judgment of the Board the interests of the Corporation will be served thereby. An officer or agent may be removed at any time by the affirmative vote of the majority of the members of the Board of Directors.

**Section 6.12 Delegation of Powers**

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

***ARTICLE VII  
OFFICERS***

**Section 7.1 Officers**

The membership shall elect the officers of the Corporation at the annual meeting. Vacancies shall be filled according to Section 6.11. The elected officers of the

Corporation shall be Co-presidents, Co-Vice-Presidents, a Secretary, and two to three other officers as may be deemed desirable by the Board of Directors. A Financial Secretary/Administrative Assistant and/or Treasurer will be elected only if Section 8.3 does not apply. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **Section 7.2 Election and Term of Office**

The officers of the Corporation shall be elected annually from among the membership at the regular annual meeting.

Terms of the elected officer shall be as follows.

Co-Vice-Presidents -	a two year term, serving one year each as Co-Vice-President and Co-President
Secretary -	A one year term
Treasurer -	A recommended two year term which will alternate with the Financial Secretary/Administrative Assistant only if section 8.3 does not apply
Financial Secretary/Administrative Assistant -	A recommended two year term which will alternate with the Treasurer only if Section 8.3 does not apply
Members-at-large -	A one year term

Each officer shall hold office for one year or until his successor shall have been duly elected and shall have qualified, unless earlier removed by the Board of Directors or determined that they are to be employed agents of the Corporation. Officers shall be eligible for re-election to two (2) consecutive terms in any one office.

Officers elected while members, but subsequently no longer have active swimmers, may continue to fulfill their duties and term as an officer of the Corporation.

### **Section 7.3 Co-Presidents**

The Co-Presidents shall preside at all meetings of the Board of Directors and membership meetings. They shall be the chief executive officers of the Corporation, and have general supervision, direction, and active management of the property, affairs, and business of the Corporation, subject to the Board. They shall see that all orders and resolutions of the Board are carried into effect, conveyances, commercial paper, contracts, and all other obligations and instruments in writing, unless ordered otherwise by the board. They shall submit a complete detailed written report of the Corporation for the fiscal year and of its financial condition to the Board at its first regular meeting in each year and shall report all matters within their knowledge which would be of interest to the Corporation. They shall perform additional duties as prescribed.

### **Section 7.4 Co-Vice-Presidents**

The Co-Vice-Presidents shall discharge the duties of the Co-Presidents in the event of their absence. They shall be in charge of the banquets and home meets in cooperation

with their Co-Presidents. They shall purchase awards. They shall perform additional duties as prescribed.

### **Section 7.5 Secretary**

The Secretary shall attest all deeds, leases, or conveyances executed by said Corporation and shall keep a correct and complete record of all proceedings of the Corporation. They shall attend to the giving and serving of all notices of the Corporation whereby meetings are to be assembled. They shall perform additional duties as prescribed.

### **Section 7.6 Treasurer**

The treasurer shall keep account of all money, credits and property which shall come into their hands and keep an accurate account of all monies received and disbursed. They shall have custody of the funds and endorse all checks, notes or other obligations and evidences of the payment of money payable or coming into their possession and shall deposit the funds arising therein such a bank as maybe selected. They shall countersign after same have been signed by the President, all contracts and other obligations. A surety bond shall be purchased by the Corporation to bond the faithful performance of the Treasurer. They shall cause to be performed an annual inventory of property and where necessary the books and accounts of the Treasurer shall be audited duties as prescribed. They shall perform all such other duties as are incident to this office as treasurer.

### **Section 7.7 Financial Secretary/Administrative Assistant**

The Financial Secretary/Administrative Assistant shall keep names of all members showing the place of residence. They shall be responsible for member's accounts, collect and deposit all dues, fees, etc. from members, keeping individual record for each member. They shall be responsible for obtaining and listing U.S.S. cards. They shall prepare and distribute event sheets with the amount due for each meet. They shall perform all such other duties as are incident to this office as Financial Secretary.

### **Section 7.8 Members-at-Large**

The members-at-large shall serve in capacities as determined by the Board of Directors, in carrying out the objectives, mission, and goals of the Corporation. These may include but not be limited to chairing the following areas, Vendor Sales, Concessions, Hospitality, Activities, Equipment, and Fundraising.

### **Section 7.9 Vacancies**

Vacancies among elected and appointed officers occurring during the annual terms thereof shall be filled by the Board of Directors.

### **Section 7.10 Resignation**

Any officer of the Board has the right to resign their office and position on the Board of Directors. Resignations shall be given in writing to the Co-presidents or secretary of the Board.

**ARTICLE VIII  
EMPLOYEES OF THE CORPORATION**

**Section 8.1 Employment of Coaches**

All coaches are employed by the Board, and consequently may be terminated by the Board. All coaching positions are subject to approval by the Board of Directors.

**Section 8.2 Head Coach**

The Head Coach shall be given one vote on the Board, except as provided in Section 6.8, where a conflict of interest exists.

**Section 8.3 Financial Secretary/Administrative Assistant and/or Treasurer**

If the Board determines that employment of a Financial Secretary/Administrative Assistant is in the best interest of the Corporation, then a Financial Secretary/Administrative Assistant may be employed. The Financial Secretary/Administrative Assistant then will not be an elected position, or necessarily a Regular member of the Corporation as determined by Section 4.1.

The Financial Secretary/Administrative Assistant shall have one vote on the Board of Directors, except as provided in Section 6.8, where a conflict of interest exists.

If the Board determines that employment of a Treasurer is in the best interest of the Corporation, then a Treasurer may be employed. The Treasurer will then not be an elected position or necessarily a regular member of the Corporation as determined by Section 4.1. The Treasurer shall have one vote on the Board of Directors, except as provided in Section 6.8, where a conflict of interest exists.

**ARTICLE IX  
COMMITTEES**

**Section 9.1 Standing and Special Committees**

The president shall, with the approval of the Board of Directors, appoint such standing and special committees of such size as the president or Board of Directors may deem necessary to properly carry on the activities and effect the purposes of the Corporation. Such committees shall perform as the president or the Board of Directors may direct.

**ARTICLES X  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 10.1 Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Such

contracts authorized by the Board shall be signed by any elected officer of the Donner Swim Club, Inc.

**Section 10.2 Checks, Drafts, etc.**

All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President, Treasurer or such other persons as may from time to time be authorized to do so by the Board.

**Section 10.3 Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 10.4 Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose of the Corporation.

***ARTICLE XI  
BOOKS AND RECORDS***

**Section 11.1 Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent attorney for any purpose at any reasonable time.

***ARTICLE XII  
FISCAL YEAR***

**Section 12.1 Fiscal Year**

The fiscal year of the Corporation shall begin on the 1st day of September and end on the 31st day of August in each year.

***ARTICLE XIII  
CORPORATE INDEMNIFICATION***

**Section 13.1 Indemnification**

To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

***ARTICLE XIV  
DISSOLUTION***

**Section 14.1 Dissolution**

Upon a two-thirds majority vote of the voting membership, due notice having been given to the proposal to dissolve, the Donner Swim Club, Inc. may be dissolved.

**Section 14.2 Liquidation of Assets**

Upon the decision to dissolve, all property shall be disposed of in such a manner as to realize the highest cash value return from such liquidated property.

**Section 14.3 Disposal of Funds**

When all Property has been converted to cash assets, such assets shall be donated to the Department of Parks and Recreation of the City of Columbus, Indiana or their successors.

***ARTICLE XV  
AMENDMENTS TO BY-LAWS***

**Section 15.1 Amendments**

The by-laws of this Corporation may be amended by the affirmative vote of a majority of the Board of Directors, provided that the text of the proposed amendments shall have been sent to all Directors with the call for the meeting at least ten (10) days in advance of such meeting.

***CERTIFICATE OF SECRETARY***

I, the undersigned, certify that I am the presently elected and acting secretary of Donner Swim Club, Inc., an Indiana non-profit public benefit corporation, and the above bylaws, consisting of \_\_\_\_\_ pages, are the bylaws of this corporation as adopted by unanimous written consent of the board of directors on \_\_\_\_\_, 20\_\_\_\_.

Date: \_\_\_\_\_

Secretary: \_\_\_\_\_

## ***AMMENDMENTS***

2/9/2005:

Article VIII Section 8.3:

- 1) Added "and/or Treasurer".
- 2) Added "If the Board determines that employment of a Treasurer is in the best interest of the Corporation, then a Treasurer may be employed. The Treasurer will then not be an elected position or necessarily a regular member of the Corporation as determined by Section 4.1. The Treasurer shall have one vote on the Board of Directors, except as provided in Section 6.8, where a conflict of interest exists."