

# **CROWN POINT SWIM CLUB, INC.**

## **AMENDED BY-LAWS**

ADOPTED BY MEMBERSHIP \_\_\_\_\_, 2007

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# **BY-LAWS OF CROWN POINT SWIM CLUB, INC.**

## **ARTICLE I**

### **IDENTIFICATION**

1.01. NAME. The name of the corporation (hereinafter referred to as the “corporation”) is:

**CROWN POINT SWIM CLUB, INC**

1.02. FISCAL YEAR. The fiscal year of the corporation shall be fixed, and shall be subject to change, by the board of directors.

1.03. PURPOSE. The corporation is a public benefit corporation organized exclusively for charitable and educational purposes.

## **ARTICLE II**

### **MEMBERS**

2.01. DEFINITION OF MEMBERS. A member shall consist of either a single parent or parents acting jointly; a single or joint legal guardian; or an individual person or joint persons having custody of, any person or persons swimming on any swim team sponsored by the corporation. Membership confers upon the member the right to have the member’s child/children or legal ward(s) swim on the swim team sponsored by the corporation, subject to the rules and conditions of membership.

2.02. CLASSES OF MEMBERS. The corporation shall not have different classes of membership.

2.03. INVOLUNTARY TERMINATION. Upon the vote of two-thirds of the board of directors in favor of the involuntary termination of a member, such member shall be given written notice of the proposed termination setting forth the reasons for the termination. Following such notice, the member shall be given an opportunity to be heard, either orally or in writing, not less than five (5) days before the effective date of the termination, by at least one (1) member of the board of directors who is authorized to decide that the termination should not take place.

For purposes of this section, written notice given by mail must be given by first class or certified mail sent to the last address of the member shown on the corporation’s records.

2.04. RESIGNATION. A member may resign at any time by delivering a written notice of resignation to the secretary of the corporation.

2.05. TRANSFER. A member of this corporation may not transfer or assign a membership or any right arising from a membership.

2.06. DUES, ASSESSMENTS, AND FEES. Membership in the corporation is contingent upon the payment of such dues, assessments and fees as may be assessed to the members from time to time by a majority vote of the board of directors. Such dues, assessments and fees may be based, in part, upon the number of children or wards that the member has swimming upon a corporation sponsored swim team.

2.07. TERM OF MEMBERSHIP. A Membership in the corporation is seasonal and lasts for the entire term of the swimming season for which the membership dues are paid current by the Member.

## ARTICLE III

### BOARD OF DIRECTORS

3.01. POWERS. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, the board of directors.

3.02. NUMBER. The board of directors shall consist of no less than five (5) and no more than eleven (11) individuals.

3.03. TERM. At the first election of directors following the adoption of these amended by-laws in the year 2004, the directors shall be divided into two (2) classes of no less than three (3) and no more than seven (7) members each. The members of the first class shall hold office for a term of one year and the members of the second class shall hold office for a term of two years. At all annual elections thereafter these directors shall be elected by the members for a term of two (2) years to succeed the directors whose term then expires. Directors may be elected for successive terms without limitation on the number of successive terms served. The term of a director filling any vacancy expires at the end of the unexpired term that the director is filling.

Despite the expiration of a director's term, the director continues to serve until a successor is elected and qualifies or there is a decrease in the number of directors.

3.04. NOMINATION AND ELECTION. Nomination for election to the board of directors may either be by voluntary self nomination or by nomination made by any member, subject to acceptance by the nominee. Directors shall be elected by a plurality of the vote of the members casting a vote at the annual meeting of the members.

3.05. RESIGNATION. A director may resign at any time by delivering written notice of the resignation to the secretary of the corporation. The resignation is effective when the notice, as provided in these by-laws, is effective, unless the notice specifies a later effective date.

3.06. REMOVAL OF DIRECTOR ELECTED BY MEMBERS. Members may remove a director elected by the members with or without cause, by a majority of members casting a vote upon the removal. A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director and only when the meeting notice states that the purpose of the meeting is the removal of the director.

3.07. REMOVAL OF DIRECTOR ELECTED BY BOARD OF DIRECTORS. A director elected by the board of directors may be removed with or without cause by the vote of two-thirds of the directors then in office. However, a director elected by the board of directors to fill the vacancy of a director elected by the members may be removed with or without cause only by the members but not by the board of directors.

3.08. VACANCIES. If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by the board of directors. A vacancy that will occur at a specific later date because of a resignation effective at a later date, or otherwise, may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.

3.09. COMPENSATION. Directors shall not receive any compensation for their services on the board of directors. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such service.

3.10. RESTRICTION ON INTERESTED DIRECTORS. Not more than forty-nine percent (49%) of the persons serving on the board of directors at any time may be interested persons. An interested person is defined as:

- (a) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as an employee, independent contractor or otherwise; or
- (b) any sibling, parent, descendant, in-law, or spouse of any such person.

## ARTICLE IV

### OFFICERS

4.01. NUMBER. The officers of the corporation shall consist of a president, a secretary, a treasurer, and one or more vice presidents as the board of directors shall determine.

4.02. ELECTION AND TERM. The officers of the corporation shall be elected or appointed annually by the board of directors at the regular annual meeting of the board of directors. Vacancies, however created, may be filled at any meeting of the board of directors. Each officer shall hold office until a successor shall have been duly elected and qualified.

4.03. RESIGNATION. An officer may resign at any time by delivering written notice of resignation to the secretary of the corporation, or in the case of the resignation of the secretary, to the president. The resignation is effective when the notice, as provided in these by-laws, is effective, unless the notice specifies a later effective date.

4.04. REMOVAL. The election or appointment of an officer does not create contract rights nor does it affect the contract rights of the officer or the corporation. The board of directors may remove an officer at any time with or without cause.

4.05. VACANCIES. If a vacancy occurs, it may be filled by the board of directors. A vacancy that will occur at a specific date because of a resignation effective at a later date, or otherwise, may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.

4.06. PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, the president shall be in charge of the business of the corporation and shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the board of directors. The president shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time. The president shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, the president may execute for the corporation, with the secretary or any other proper officer of the corporation authorized by the board of directors, any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed.

4.07. VICE PRESIDENT. The vice president (or in the event there be more than one vice president, each of the vice presidents) shall assist the president in the discharge of the president's duties as the president may direct and shall perform such other duties as from time to time may be assigned by the president or by the board of directors. In the absence of the president or in the event of the president's inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order of seniority and tenure as vice president) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

4.08. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation and shall have charge of and be responsible for all funds and securities of the corporation and for the maintenance of adequate books of account for the corporation. The treasurer shall be responsible for the receipt and disbursement of corporate funds and securities subject to limitations imposed by these by-laws or by resolution of the board of directors. The treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be required by the president or by the board of directors.

4.09. SECRETARY. The secretary shall:

- (a) Prepare minutes of the directors' and members' meetings.
- (b) Authenticate records of the corporation.
- (c) See that all notices are duly given in accordance with the provisions of these by-laws.
- (d) Be custodian of the corporate records and of the seal of the corporation.
- (e) Keep a register of the post office address of each member which shall be furnished to the secretary by such member.
- (f) Sign with the president or any other officer authorized by the board of directors, any contracts, deeds, mortgages, bonds, or other instrument which the board of directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the board of directors or these by-laws.
- (g) Perform all duties incident to the office of secretary and such other duties as the president or the board of directors may from time to time assign.

## ARTICLE V

### MEETINGS, VOTING AND ACTION OF MEMBERS

5.01. PLACE. Meetings of the members shall take place at the corporation's principal office or at such other place as may be designated in the respective notices for such meetings.

5.02. ANNUAL MEETING. The annual meeting of the members shall be held at the time of the Crown Point Swim Club's annual winter banquet held in April of each year.

5.03. REGULAR MEETINGS. Regular membership meetings may be established by the board of directors or by a majority of the members of the corporation. At such meetings, the members shall consider and act upon matters as may be raised consistent with the notice requirements of these by-laws and applicable law.

5.04. SPECIAL MEETINGS. A special meeting of the members must be held as follows:

- (a) On call of the president or board of directors; or
- (b) If the holders of at least ten percent (10%) of all the votes entitled to be cast on an issue to be considered at the proposed special meeting sign, date and deliver to the secretary a written demand for the meeting describing the purpose for which the meeting is to be held.

Upon delivery of a written demand as set forth in (b) above, the secretary shall give notice of the special meeting within fifteen (15) days.

5.05. NOTICE OF ANNUAL, REGULAR AND SPECIAL MEETINGS. The corporation shall notify its members of the place, date and time of each annual, regular and special meeting of the members not less than ten (10) days, or, if notice is mailed by other than electronic mail (e-mail), first class mail, or certified or registered mail, thirty (30) days before the meeting date. Notice must contain a description of any matter to be considered at the meeting and the purpose for which the meeting is called.

5.06. WAIVER OF NOTICE. A member may waive, in writing, a notice required by these by-laws before or after the date and time stated in the notice. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. A member in attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

5.07. MEMBERS' LIST. After fixing a record date for a notice of a meeting, the secretary shall prepare a list of the names of members who are entitled to notice of a members' meeting. The list must show the address and number of votes each member is entitled to vote at the meeting. The list must be available for inspection by any member at the corporate office beginning five (5) business days before the date of the meeting for which the list was prepared, and continuing through the meeting.

5.08. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members; however, votes on any matters submitted to the members, with the exception of the election or removal of directors, amendment of the by-laws or dissolution of the corporation pursuant to applicable law, shall be advisory and shall not be binding on the corporation. Voting on all matters shall be by voice vote unless, when voting upon the election of directors, any member shall request that the vote be taken by written ballot.

5.09. PROXY VOTING. A member may vote that member's membership in person or by proxy. An appointment by proxy is only effective when made in writing and signed either by the appointing member personally or by the member's attorney-in-fact, and received by the secretary or other officer or agent authorized to tabulate votes. Such an appointment is revocable and is valid for eleven (11) months unless a shorter or longer period is specified in the appointment form.

5.10. QUORUM. The presence of one-third (1/3) of the votes entitled to be cast on a matter constitutes a quorum of the membership for action on that matter.

5.11. APPROVAL OF ACTIONS. If a quorum exists, action on a matter other than the election of directors is approved if the votes cast favoring the action exceed the votes cast opposing the action unless these by-laws or applicable law requires a greater number of affirmative votes for approval.

5.12. ACTION WITHOUT MEETING. Action required or permitted to be approved by the members may be taken without a meeting of members if the action is approved by members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent describing the action taken that is signed by the members representing the eighty percent (80%) of the votes entitled to be cast and is delivered to the corporation for inclusion in the minutes and records of the corporation.

5.13. PRESENCE AT MEETING. A member may participate in an annual or a regular meeting of the members by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is considered to be present in person at the meeting.

## **ARTICLE VI**

### **MEETINGS, VOTING AND ACTION OF BOARD OF DIRECTORS**

6.01. PLACE. Meetings of the directors shall take place at the corporation's principal office or at such other place as may be designated in the respective notices for such meetings.

6.02. REGULAR MEETINGS. A regular meeting of the board of directors shall be held without notice other than this by-law, immediately after the annual meeting of members. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without notice other than such resolution.

6.03. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of any one or more directors, who shall fix the place, date and time for such special meeting.

6.04. NOTICE OF SPECIAL MEETINGS. Notice of any special meeting shall be given at least two (2) days in advance of the meeting to each director, setting forth the date, time and place of the meeting. The notice is not required to describe the purpose of the meeting unless otherwise required by these by-laws.

6.05. WAIVER OF NOTICE. A director may waive, in writing, a notice required by these by-laws before or after the date and time stated in the notice. The waiver must be signed by the director and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

6.06. QUORUM AND APPROVAL OF ACTIONS. A quorum of the board of directors consists of a majority of the directors in office immediately before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the board of directors.

6.07. ACTION WITHOUT MEETING. Action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by at least one (1) written consent describing the action taken that is signed by each director and is included in the minutes or filed with the corporate records.

6.08. PRESENCE AT MEETING. A director may conduct or participate in a regular or special meeting by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

6.09. COMMITTEES. The board of directors may create one or more committees and appoint members of the board of directors to serve on each committee created, in addition to any members who volunteer service on the committee. The creation of a committee must be approved by a majority of all directors in office when the vote is taken. The board of directors, at the time of creating a committee, shall define the purpose of the committee; the term of existence of the committee; and the extent of the committee's authority to exercise powers granted to the board of directors by these by-laws and applicable law.

6.10. CONFLICT OF INTEREST. A member of the board of directors shall abstain from voting on any matter from which that member, or any person within that member's family, might gain substantial pecuniary benefit.

## ARTICLE VII

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

7.01. CONTRACTS. The board of directors may authorize any officer(s) or agent(s) of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

7.02. LOANS. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors.

7.03. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or a vice president of the corporation.

7.04. 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.

7.05. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise.

## ARTICLE VIII

### PROHIBITED DISTRIBUTIONS

8.01. NON-PROFIT REGULATIONS. The corporation shall at all times be operated as a non-profit corporation for the mutual benefit of its members. This corporation may not make distribution of earnings, dividends or other assets of the corporation to its members, directors, or any other person or entity except as follows:

- (a) Distribution upon dissolution in conformity with applicable law.
- (b) Distribution to a member or an affiliate that is a governmental entity or a member or an affiliate that is another nonprofit entity if, after such distribution is completed, the corporation would be able to pay its debts as they become due in the usual course of the corporation's activities and the corporation's total assets would at least equal the corporation's total liabilities. An affiliate is an entity that directly or indirectly controls, is controlled by, or is under common control with the corporation.
- (c) Repayment of loans or advances in accordance with these by-laws and applicable law.
- (d) The person to whom payment is made is a legitimate employee or independent contractor of the corporation being paid for reasonable services rendered or expenses incurred in furtherance of the non-profit purpose of the corporation.

## ARTICLE IX

### AMENDMENTS TO BY-LAWS

9.01. AMENDMENT. These by-laws may be amended or repealed and new by-laws may be adopted by the members at any regular or special meeting of the members where a quorum is present and where the notice for such meeting states that consideration of amendment of the by-laws is a purpose of the meeting and where the notice is accompanied by, or has been preceded by, a copy or summary of the amendment or states the general nature of the amendment.

## ARTICLE X

### BOOKS AND RECORDS

10.01. REQUIRED RECORDS. The corporation shall make and keep the following permanent records in written form or in another form capable of conversion into written form within a reasonable time:

- (a) Minutes of meetings of the corporation's members and board of directors.
- (b) A record of actions taken by the members or directors without a meeting.
- (c) A record of actions taken by committees of the board of directors.
- (d) Appropriate accounting records consistent with standard accounting practices.
- (e) A record of the members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order.

(The following records are required to be kept at the corporation's principal office.)

- (f) The corporation's articles of incorporation and all amendments thereto.
- (g) The corporation's by-laws and all amendments thereto.
- (h) Resolutions adopted by the board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of members.

- (i) The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years.
- (j) Written communications to members generally within the past three (3) years, including the annual financial statements furnished for the past three (3) years in accordance with applicable law.
- (k) A list of the name and business or home address of the corporation's current directors and officers.
- (l) The corporation's most recent annual report delivered to the secretary of state as required by law.

10.02. INSPECTION. A member may inspect and copy, at a reasonable time and location specified by the corporation, and at the member's expense, the records of the corporation which are designated in the previous section of this article as being required to be kept at the corporation's principal office. The member must give written notice or a written demand at least five (5) business days before the date on which the member desires to inspect and copy the records.

## ARTICLE XI

### NOTICE REQUIREMENTS

11.01. WRITING. Notices required to be given upon any matter unless specified differently in these by-laws, shall be in writing.

11.02. MEANS OF COMMUNICATION. Unless specified otherwise in these by-laws, notice may be communicated in person; by telephone, e-mail, facsimile or other form of wire or wireless communication; by mail; by a newspaper of general circulation in the area where published or by radio, television, or other form of public broadcast communication.

11.03. MAIL. Written notice to a member is effective when mailed if correctly addressed to the member's address shown in the corporation's current record of members.

11.04. EFFECTIVE DATE OF WRITTEN NOTICE. Except as otherwise provided in this article, written notice is effective at the earliest of the following:

- (a) When received.
- (b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the corporation.
- (c) On the date shown on the return receipt requested, and the receipt is signed by or on behalf of the addressee.
- (d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the corporation.

**ARTICLE XII**

**APPLICABLE LAW**

12.01. **CONFLICT WITH LAW.** This corporation is organized as a public benefit corporation and governed by the Indiana Nonprofit Corporation Act of 1991, as amended from time to time. Any provision of these by-laws which are inconsistent with by-laws permitted by such Act shall not render any other by-law ineffective or void, and to the extent a by-law is inconsistent with the Indiana Nonprofit Corporation Act of 1991, the Act shall prevail and shall be considered as having been adopted by the board of directors.

12.02. **ADDITIONAL PROVISIONS.** To the extent any lawful by-law is inconsistent with default provisions of the Indiana Nonprofit Corporation Act of 1991, the by-law shall prevail. Any provision of the Act upon which these by-laws are silent shall, in addition to these by-laws, govern this corporation.

**ARTICLE XIII**

**INDEMNIFICATION OF DIRECTORS**

13.01. **INDEMNIFICATION OF DIRECTORS.** In the absence of bad faith on the part of a director or employee of the corporation, the corporation shall indemnify any such director or employee made a party to any action, suit, or proceeding by reason of the fact that such person was a director or employee of the corporation, against the reasonable expenses, including attorney fees, actually and reasonably incurred by such person in connection with the defense of such action, suit or proceeding. The corporation may also reimburse such director or employee for the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the directors of the corporation that it was in the best interests of the corporation that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director or employee may be entitled apart from this provision.

**ARTICLE XIV**

**TERMINATION & DISSOLUTION**

14.01. **DISSOLUTION OF CORPORATION.** The corporation may be dissolved upon the affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of all members entitled to vote. In the event of such termination and dissolution, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, make a determination for the further disposition of any assets or net worth of the corporation in accordance with all applicable laws and these by-laws.

**ARTICLE XV**

**EFFECT OF ADOPTION**

15.01. **EFFECT OF AMENDMENT ADOPTION.** Upon adoption, these Amended By-Laws shall restate and replace the entire By-Laws adopted by the corporation on June 30, 1999, and any amendments made thereto.

**ARTICLE XVI**

**ADOPTION AND SIGNATURES**

16.01. ADOPTION AND SIGNATURES. In witness whereof, we, being the directors of Crown Point Swim Club, Inc., have hereunto subscribed our names and adopted these Amended By-Laws this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

Signed: \_\_\_\_\_

Signed: \_\_\_\_\_

Printed: \_\_\_\_\_

Printed: \_\_\_\_\_

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