

**Bylaws of the Viper Aquatic Swim Team Incorporate, d/b/a Westfield Aquatics
Amended: January 2020**

**ARTICLE I
NAME**

SECTION 1. The name of the organization shall be the "Viper Aquatic Swim Team Incorporated d/b/a Westfield Aquatics", hereinafter referred to as the "Club".

SECTION 2. The office address of the Club shall be:
P.O. Box 326
Westfield, IN 46074

SECTION 3. The fiscal year of the Club shall commence on the first day of September each year and end on the 31st day of August of the following year.

**ARTICLE II
MEMBERSHIP**

SECTION 1. There shall be two classes of membership in the Club: (1) "Regular Members" and (2) "Competitor Members". Regular Members shall be defined as the parents or legal guardians of Competitor Members. Competitor Members shall be defined as the athlete swimmers who are members of the Club teams from time to time.

SECTION 2. The membership shall be open to any resident of the State of Indiana; provided, however, at all times a simple majority of Competitor Members must be residents of Hamilton County, Indiana.

SECTION 3. The Membership shall also be contingent upon payment of such periodic registration fees and membership dues as the Board of Directors may from time to time determine.

**ARTICLE III
PURPOSES AND POWERS**

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

- A. To provide an opportunity for all children eligible for membership to engage in a whole-some, lifesaving, lifetime sport, and recreational activity
- B. To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;
- C. To provide opportunities for social, emotional, and educational development and to encourage peer and family participation; and,
- D. To promote the involvement in age-group programs and provide an opportunity for members to compete in organized swimming competitions.

SECTION 2. The powers of the Club shall include the following:

- A. The participation in and conduction of such meets and competitions as the Board of Directors shall determine from time to time to be in the best interests of the Club;
- B. The publication and distribution of programs, newsletters and other publications designed to promote the activities and affairs of the Club;
- C. The solicitation and sale of advertising space in such publications and obtaining sponsorships for competitions and publications;
- D. The contribution of money or other things of value for scholarships, programs or other causes in furtherance of the affairs and interests of the Club;
- E. The retaining of such persons, firms, or corporations as may be necessary in order to provide special services to the Club;
- F. The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the Club;
- G. The operation of food concessions and the sale of swimming equipment and paraphernalia to its members and other persons; and the authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its affairs.

ARTICLE IV
RIGHTS AND
LIABILITIES
OF MEMBERS

SECTION 1. No director, officer, member, or authorized agent, or representative of the club shall be liable or responsible for any debts or liabilities of the club, or liable to the club except to the extent of their unpaid portion of membership dues and entry fees.

SECTION 2. Regular Members shall have one (1) vote on all matters brought before a vote of the membership; provided, however, if both more than one parent or legal guardians are Regular Members of the Club, then such parents or guardians shall only have one (1) vote between them. Competitor members shall have no voting rights.

ARTICLE V
MEETINGS OF
MEMBERS

SECTION 1. The Club shall hold a meeting of the membership annually at any time within six (6) months after the close of the fiscal year for the purpose of reviewing the activities and financial affairs of the Club and conducting such other business as may properly come before the meeting. The Club may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of the Club. Such special meetings may be called by the President of the Board of Directors, or by majority vote of the Board of

Directors, or upon the written request of at least ten percent (10%) of the Regular members.

SECTION 2. All meetings of members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than ten (10) days before said meeting.

SECTION 3. At any meeting of membership attendance in person of at least fifteen percent (15%) of the Regular Members shall constitute a quorum. Only Regular members present at the meeting shall have the right to vote, as there shall be no voting by proxy. Unless otherwise established by the Articles of Incorporation or the By-Laws, the decision of a majority of the members voting shall be the decision of the Club.

ARTICLE VI
BOARD OF
DIRECTORS

SECTION 1. A board of seven (7) Directors shall be made to consist of: Head Coach, as well as six (6) Directors. At least five (5) of the six (6) Directors shall be chosen from current Regular Members of the Club in good standing. The remaining Director shall be appointed by a $\frac{2}{3}$ majority vote of the remaining 6 Directors (including the Head Coach), who shall be chosen from either the current Regular Members in good standing, a former Regular Member of the club who left in good standing, or a current Westfield Washington School employee. No Director, other than the Head Coach may be employees of the Club. The term of each elected Director shall be two (2) years, or until his successor is elected and qualified, with two (2) Directors being elected in each year. Any vacancy in the Board of Directors caused by death, resignation, or disqualification of a Director shall be filled by a $\frac{2}{3}$ vote of the remaining Directors until the next annual meeting. There may only be one parent or legal guardian of any Competitor Member on the Board at any given time. If an insufficient number of Regular Members elect to run for a board position, the Board of Directors, by $\frac{2}{3}$ majority vote, may appoint the missing Directors' position(s) for the remainder of the term or it may remain unfilled.

SECTION 2. The duties and powers of the Board of Directors shall be such as usually devolve upon the Directors of any club or association (including the hiring of the head coach position, and concurrence with the Head Coach in the hiring /termination of assistant coaches) and may include the selection of the place, fixing the date, and making all arrangements necessary for holding meetings of the Club and the publication of whatever data the Directors deem essential to the benefit of the Club. The Directors shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and

activities of the Club. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of the Club as defined by the Articles of Incorporation and these Bylaws, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club. Included in that authority are powers relating to the termination or discharge of coaches, other persons providing special services when in the best interest of the club, the termination of membership of Regular Members and Competitor Members. A vote of five (5) Directors shall be necessary to terminate any coach, any person providing services to the team, any Regular Member or any Competitor Member.

SECTION 3. The Board of Directors shall annually elect from among the Directors a President, Vice-President, Secretary, and Treasurer. A majority vote of the Board shall be necessary for the election of officers. No Director shall hold more than one (1) office at any time, excepting therefrom the offices of Secretary and Treasurer, which may be held by the same person at the discretion of the Board of Directors; no coach member shall hold office.

SECTION 4. The Board of Directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of the Club. Such committees may be comprised of both Directors and other Regular members.

SECTION 5. The President shall preside at all meetings of the membership and of the Board of Directors, shall perform such other duties as may be determined by the Board of Directors, and shall perform and discharge such other duties as generally devolve upon a chief executive officer.

SECTION 6. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as may be prescribed by the Board of Directors.

SECTION 7. The Secretary shall have the custody and care of the corporate records of the Club, shall attend all meetings of the members and of the Board of Directors, shall keep a true and complete record of the proceedings of all such meetings, shall file and take charge of all papers and documents belonging to the Club, shall keep a list of members entitled to vote at the Club's principal office and make them available for inspection by Club members, and shall perform such duties as may be prescribed by the Board of Directors.

SECTION 8. The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies and other

valuables which may from time to time come into the possession of the Club, shall maintain a bank account in the name of the Club, shall furnish at meetings of the Board of Directors and membership, or whenever requested by the Board of Directors, a statement of the financial condition of the Club, and shall perform such other duties as the Board of Directors may prescribe.

SECTION 9. In case of the absence of any officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board of Directors concurs therein.

SECTION 10. The presence of at least five (5) members of the Board of Directors shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. Except as may otherwise be provided in the Articles of Incorporation or these By-Laws, the decision of a majority of the Directors present at any meeting shall be the decision of the Club.

SECTION 11. Special meetings of the Board of Directors shall be held on the call of the President or a majority of the Directors. All members of the Board shall be advised, either orally or in writing, as to the time and place of any such meeting. Notice shall be given at least three (3) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

ARTICLE VII INDEMNIFICATION OF DIRECTORS & OFFICERS

SECTION 1. The Club shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor or assign, is or was a Director, officer, or employee of the Club against the reasonable expenses, including attorney fees, actually and reasonable incurred by such person in connection with the defense of such action, suit or proceeding. The Club may also reimburse to any such Director, officer, or employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the Regular members that it was to be the interests of the Club that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provision of these By-Laws.

ARTICLE VIII CONTRACTS, CHECKS, NOTES, ETC...

ARTICLE IX
NON-PROFIT
ORGANIZATION

SECTION 1. All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed by the Board of Directors, be signed by either the President, Treasurer, or Entry Chairperson of the Club. All checks and drafts issued by the Club shall be signed by the President, Treasurer, or Entry Chairperson, or such other person as may be from time to time so authorized by the Board of Directors.

SECTION 1. The Club shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the Club shall be paid by the Club to its members. No part of the earnings of the Club shall insure to the benefit of, or be distributed to, its members, officers, Directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions and in full furtherance of the purposes set forth herein.

SECTION 2. No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation of these By-Laws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

ARTICLE X
TERMINATIO
N &
DISSOLUTIO
N

SECTION 1. The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all Regular 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 Club, make a determination for the further disposition of any additional assets or net worth of the Club.

ARTICLE XI
AMENDMENT OF
BY-LAWS

SECTION 1. The power to make, alter, amend, or repeal these By-Laws is vested in the Board of Directors. The affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect alteration, amendment, or repeal of the Code of By-Laws.

Adopted this 13th day of January 2020, by the Board of Directors.

Viper Aquatic Swim Team, Incorporated d/b/a Westfield Aquatic

By: 
Mike Ketchum
President

Attest: 
Chris Fritzlen
Secretary