

BYLAWS OF GREENWOOD GATORS, INC.

ARTICLE 1) NAME

- Section 1) The name of the organization shall be the Greenwood Gators, Inc.
- Section 2) The mailing address of the Club shall be:
P.O. Box 1031
Greenwood, Indiana 46142
- Section 3) The fiscal year of the Club shall commence on September 1st each year and terminate August 31st of the following year.

ARTICLE 2) MEMBERSHIP

- Section 1) There shall be four (4) classes of membership in the club.
 - A) Parent members – Defined as the parents or legal guardians of competitor members.
 - B) Competitor members – Those swimmers who are legal dependants to parent members and members of the Club from time to time.
 - C) Adult competitive members – Those swimmers who are no longer legal dependants of their parents and are members of the Club from time to time.
 - D) Official members – Defined as those individuals who no longer have a dependant child on the Club, are not an adult competitive member of the Club, and are registered and active Officials with Indiana Swimming, Inc. representing the members of the Club teams from time to time.
- Section 2) The membership shall be open to any resident of the state of 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 3) PURPOSES AND POWERS

- Section 1) The main purpose of the Club shall include the following:
 - A) To provide an opportunity for all participants eligible for membership to engage in a wholesome, 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.
 - 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 of sponsorships for competitions and publications.

- D) The contribution of money or other things of value for scholarship 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.
- H) 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 4) 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) Parent members shall have one (1) vote on all matters brought before a vote of the membership; provided, however, if both parents or legal guardian of a Competitor member are Parent members, then such parents or guardians shall only have one (1) vote between them. Competitor members shall have no voting rights.

ARTICLE 5) Meetings of members

- Section 1) The Club shall hold a meeting of the membership annually for the purpose of reviewing the activities and financial affairs of the Club, electing a Board of Directors, and conducting such other business as may properly come before the meeting. The Club may also hold other special meeting of the membership as may be necessary from time to time to properly conduct the affairs of the Club. Such special meeting may be called by the President of the Board of Directors, or by a majority vote of the Board of Directors, or upon the written request of at least ten percent (10%) of the Parent 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 Parent members shall constitute a quorum. Only Parent members present at the meeting shall have the right to vote, as there shall be no voting by proxy. Unless otherwise established by the bylaws, the decision of a majority of the members voting shall be the decision of the Club.

ARTICLE 6) Board of Directors

- Section 1) A board of eight (8) directors shall be elected by and from the Parent members of the Club. The positions of the directors to be voted on will be President, Secretary, Treasurer, Meet Director, Information Technology Coordinator, Human Resources Coordinator, Fundraising Coordinator, Parent & Volunteer Coordinator. The initial term of each Director shall be staggered so as to relieve the entire Board to be elected at one time. The office of the initially voted President, Secretary and Meet Director shall be a term of Three (3) years; The initial term of the Treasurer, Human Resources Coordinator shall be two (2) years; and the initial term of the Information Technology Coordinator, Fundraising Coordinator, and Parent & Volunteer Coordinator shall be one (1) year. After the initial elections, the term of each position shall be three (3) years, or until his/her successor is elected and qualified, with at least two (2) Directors being elected each

year. Any vacancy in the Board of Directors caused by death, resignation, or disqualification of a Director shall be filled by a majority vote of the remaining Directors until the next annual meeting.

Candidates for the board must be members in good standing and shall exclude employees or their spouses of Greenwood Gators. Each family shall be limited to one adult member on the board at any time.

The head coach of the Greenwood Gators and the Athletic Director of Greenwood Community High School shall permanently serve ex officio as at large members of the Board with no election required.

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 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, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club. However, the Board of Directors may not exercise any powers relating to entering into a contract or agreement for the purchase or sale of real estate.

Such matters may only be accomplished by vote of the membership. The Directors shall otherwise exercise all of the powers of the Club as permitted by law, subject to the provisions of the Articles of Incorporation and these bylaws.

Section 3) The Board of Directors shall hold a meeting every month during the active swim season. All meetings of the Board of Directors shall be held at a convenient hour and place designated by the Board of Directors. Written notice of any changes to the date or time of any meeting shall be given to all members not less than ten (10) days before said meeting.

Section 4) The Board of Directors shall be elected from among the parent members, No Director shall hold more than one (1) office at any time.

Section 5) 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 Parent members.

Section 6) 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 devolved upon a chief executive officer. He/She has full discretion to appoint a current Board member to 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 care 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 Information Technology Coordinator will help establish and maintain the Greenwood Gator website to include, but not be limited to, calendar of events, practice schedules, swim lesson schedules as well as official club forms and documents.

Section 9) 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 meeting 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 10) The Meet Director shall be responsible for maintaining the meet schedule for each swim season and confirming proper procedures for deadlines for submission of entries by Competitive and Adult Competitive members interested in participating in meets, Other duties will also include the coordination of duties to be scheduled for each swim meet hosted by the Club including, but not limited to, posting of positions and recruiting Parent members' participation, scheduling training sessions for Parent members as necessary, and such other duties as the Board of Directors may prescribe.
- Section 11) The Human Resources Coordinator shall oversee the hiring of needed employees, maintain current employment contracts for the head coach, assistant coaches, swim lesson instructors and lifeguards, maintain current background checks for all Board members, coaches and other employees, maintain a personnel file for each employee, oversee that proper employee certifications are current, maintain an employee handbook including job descriptions and contract forms, and such other duties as the Board of Directors may prescribe.
- Section 12) The Fundraising Coordinator will be responsible for promoting the Club and its activities and leading the fundraising efforts through safe, creative, and effective fundraising activities. The Fundraising Coordinator shall also perform other such duties as the Board of Directors may prescribe.
- Section 13) The Parent & Volunteer Coordinator shall be responsible for building parent swim knowledge and increasing volunteer support of the club. He/She will assist in recognizing and organizing volunteer roles and placements for any events that require parent members assistance and such other duties as the Board of Directors may prescribe.
- Section 14) 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 15) 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 bylaws. The decision of a majority of the Directors present at any meeting shall be the decision of the Club.
- Section 16) 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 7) IDEMNIFICATION OF DIRECTORS AND 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 parent 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 bylaws.

ARTICLE 8) CONTRACTS, CHECKS, NOTES, ETC...

- 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 President or Secretary of the Club. All checks and drafts issued by the Club shall be signed by the President or Treasurer or such

other person as may be from time to time so authorized by the Board of Directors. All purchases over \$300.00 shall be approved by the Board of Directors.

ARTICLE 9) NON-PROFIT ORGANIZATION

- Section 1) The Club shall, at all times, be operated on a non-profit base for the mutual benefit of its members. No 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 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 permitted of any tax exempt organization under Section 501 of the Internal Revenue Code.

ARTICLE 10) TERMINATION AND DISSOLUTION

- Section 1) The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all Parent 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 or the Club.

ARTICLE 11) AMENDMENT OF BYLAWS

- Section 1) The power to make, alter, amend, or repeal these bylaws 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 Bylaws.

Adopted this _____ day of August, 2011, by the Greenwood Gators Board of Directors.

By: _____
President

Attest: _____
Secretary

