

TERRE HAUTE TORPEDOES, Inc.
BYLAWS
(For additional guidance see THT Policies)

Article I NAME

1.1 NAME

The name of the corporation shall be "Terre Haute Torpedoes, Inc.", hereinafter referred to as the Club.

Article II OFFICES

2.1 PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the corporation is located at P.O. Box 10022 Terre Haute, IN. 47802. The physical address of the facility utilized by the Club is 2230 Prairieton Rd. Terre Haute, IN. 47802. The Board of 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 with notification made to Indiana Swimming.

2.2 OTHER OFFICE(S)

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

2.3 SATELLITE CLUB(S)

The Board of Directors may at any time establish a satellite club or clubs at any place or places within Indiana or wherever the corporation is qualified to conduct its activities.

Article III PURPOSES AND OBJECTIVES

THE PURPOSE OF THE CLUB is to:

- 3.1 provide an opportunity for all children and adults eligible for membership to engage in a lifesaving, lifetime sport, and recreational activity
- 3.2 promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits
- 3.3 provide opportunities for social, emotional, and educational development and to encourage peer and family participation
- 3.4 promote the involvement in age-group, senior, master programs that provide an opportunity for members to compete in organized competitions
- 3.5 partner with other organizations with related aquatic activities.

Article IV MEMBERSHIP

4.1 VOTING MEMBERS are:

- .1 the parents or legal guardians living with minor children who participate in amateur competitive activities conducted by the corporation and/or
- .2 the emancipated persons who participate in amateur competitive activities conducted by the corporation and/or
- .3 adults who participate in amateur competitive activities conducted by the corporation.
- .4 in good standing with the club as determined in Section 4.2.
- .5 limited to one per household.
- .6 limited to no person may hold more than one membership or a fractional membership.

4.2 FEES AND DUES

Each member must pay, as determined by and within the time and on the conditions set by the Board of Directors, an annual registration fee, if any, and seasonal dues and/or annual dues to be determined with the amounts to be set from time to time by the Board of Directors for members to stay in good standing with the Club.

4.3 TERMINATION OF MEMBERSHIP

Membership shall terminate upon the occurrence of any of the following events:

- .1 the resignation of the member
- .2 the failure of the member to pay dues or assessments, if required, within the times set forth by the Board of Directors
- .3 the determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, Indiana Swimming, USA Swimming, Indiana Diving, or USA Diving, or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation.

4.4 RIGHTS AND LIABILITIES OF MEMBERS

- .1 The members eligible to vote shall be those members defined in Section 4.1. These members shall have one vote per member account on all matters brought before a vote of the membership.
- .2 Each person who is or was a member of the Board of Directors, an Executive Officer, and/or an employee of the corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the corporation to the full extent permitted by the Nonprofit Corporation Law of the State Indiana against any liability cost or expense incurred in the capacity as Director, Officer, or employee (including serving at the request of the corporation as a Director, Officer, employee, or agent of another corporation).
- .3 The corporation may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense.

Article V MEETINGS OF MEMBERS

5.1 PLACE OF MEETINGS

Meetings of the members shall be held at any place in the State of Indiana as designated by the Board of Directors.

5.2 ANNUAL MEETING

The annual meeting of the members shall be held during the month of September.

5.3 GENERAL MEMBERSHIP MEETINGS

- .1 The general membership meeting shall be held concurrently with the annual meeting (see 5.2)
- .2 The exact date of the meeting will be determined by the Board of Directors each year and the membership notified not less than 10 days prior to the meeting. Notice of the meetings shall specify the place, date, and hour of the meeting. The Board of Directors may move the location of the general membership meeting as long as the change is announced within 3 days of the already scheduled meeting.
- .3 Any additional general membership meetings may be called at the discretion of the head coach.

5.4 SPECIAL MEETING

A special meeting of the members may be called from time to time as deemed necessary by the Board of Directors, President, or by petition of twenty-five percent (25%) or more of voting members in good standing with the Club. The general membership will be notified of the special meeting either orally or in writing, not less than 10 days prior to the meeting.

Article VI COMPOSITION OF BOARD OF DIRECTORS

6.1 BOARD OF DIRECTORS

- .1 The Board of Directors shall consist of no more than 9 members.
- .2 All members of the Board of Directors must be in good standing with the club (see section 4.2) and must be registered as a non-athlete with USA Swimming.
- .3 Members of the Board of Directors shall be comprised of club parents, USMS swimmers, and/or community members interested in assisting the Club in conducting its business.
- .4 Each household shall be limited to one adult member on the Board at any time.
- .5 The Board of Directors will consist of a President, Vice-President, Treasurer, Secretary, Meet Director, and Sponsorship Chair with the remaining members designated as at-large.
- .6 Coaches actively employed by the Club are not eligible to serve on the Board of Directors.

6.2 EXECUTIVE OFFICERS

- .1 The executive officers consist of the President, Vice-President, and Treasurer.
- .2 Executive officers must have a minimum of one athlete that has participated in Club activities for one year prior to becoming a board member or be a master's athlete for a season AND have served on the board for at least one year prior. If this qualification is not met, then exceptions may be made by a 2/3 vote of the Board of Directors prior to adding the candidate to the ballot.
- .3 Executive officers must have an active membership and be in good standing with the Club.

6.3 SPONSORSHIP CHAIR AND MEET DIRECTOR

The Meet Director and Sponsorship Chair shall each have direct experience with their assigned duties. If this qualification is not met, then exceptions may be made by a 2/3 vote of the Board of Directors prior to adding the candidate to the ballot.

6.4 ELECTION OF BOARD OF DIRECTORS

- .1 Elections of the Board of Directors will be held annually following the annual meeting (see section 5.2).
- .2 Members in good standing with an interest in serving on the Board may notify a board member of their intention to run for a board position. These candidates will be passed along to the Board Election Committee for determining eligibility and eligible candidates will be presented to the general membership not less than 10 days prior to the annual meeting.
- .3 Voting members will be allowed up to three (3) votes for the At-Large race and one (1) vote for all other races. The three (3) At-Large candidates with the most votes will be declared the winners of that race. Candidates obtaining a plurality of votes in all other races will be declared the winners of their respective races.
- .4 Voting will take place following the annual meeting and newly elected officers will take office at the first scheduled

meeting of the Board of Directors on or after October 1.

6.5 TERM OF ELECTED BOARD MEMBERS

The term of each elected Board member shall be from the first Board of Directors meeting on or after October 1 until the next board meeting after September 30. Any vacancies occurring prior to the end of the term shall be filled by an eligible candidate (see 6.1, 6.2, and 6.3) with a 2/3 vote of the remaining directors until the next annual meeting. No director shall hold more than one Board position at a time.

6.6 TERMINATION OF BOARD MEMBER

In the event that a board member is in violation of THT policies, a special meeting may be called by either the Board or the membership to terminate the board member from the Board. A 2/3 vote is required for either the Board or the membership as a whole.

Article VII RESPONSIBILITIES AND POWERS OF THE BOARD OF DIRECTORS

7.1 RESPONSIBILITIES OF THE BOARD

The Board of Directors is responsible for:

- .1 ensuring that the organization's mission is clearly stated and enthusiastically supported
- .2 selecting, supporting and evaluating the head coach
- .3 translating the organization's mission into annual objectives and goals
- .4 ensuring that current and proposed programs and services align with the organization's mission and purpose
- .5 providing financial oversight
- .6 ensuring legal and ethical integrity
- .7 enhancing the organization's public standing.

7.2 POWERS OF THE BOARD

The Board of 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.

7.3 DUTIES OF THE EXECUTIVE OFFICERS

- .1 The President shall preside at all meetings of the membership and of the Board of Directors and shall perform such other duties as may be determined by the Board of Directors in coordination with the head coach.
- .2 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. The Vice-President shall recruit individuals to support the operation of the club, including but not limited to officials, meet workers, and board members.
- .3 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 moneys 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 be responsible for the procurement of all federal and state filing fees, 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.
- .4 The Executive board members shall serve as the liaison between coaches and parents in the case of disputes and/or any communication that the head coach considers contentious.

7.4 DUTIES OF THE SECRETARY, MEET DIRECTOR, SPONSORSHIP CHAIR AND AT-LARGE MEMBERS

- .1 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 for 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, shall file annual Indiana Secretary of State forms and procure necessary funds, and shall perform such duties as may be prescribed by the Board of Directors.
- .2 The Meet Director shall organize, promote, and administrate the meets hosted by the Club and shall perform such other duties as prescribed by the Board of Directors.
- .3 The Sponsorship Chair shall recruit businesses and individuals to donate funds, equipment and/or supplies to various needs of the club.

ARTICLE VIII General Board Meeting Guidelines

8.1 QUORUM OF THE BOARD OF DIRECTORS

The presence of at least half of the members of the Board of Directors shall be necessary in order to Constitute a quorum for the purpose of conducting business.

8.2 VOTES OF THE BOARD DIRECTORS

Unless explicitly stated otherwise, votes by the Board of Directors shall pass with a simple majority of those present.

Article IX COMMITTEES

- 9.1 The Board of Directors shall at any time deemed necessary be empowered with the authority to appoint committees for the purpose of conducting business for the Club. Committees shall be subject to the rules and regulations of the Articles of Incorporation, these bylaws, current Indiana nonprofit law, and Indiana Swimming and Indiana Diving.
- 9.2 Standing committees will be populated and membership approved by a majority vote of the Board of Directors within thirty days of the Board taking office. The Board will present each standing committee with a list of charges to be accomplished over their term in office. Standing committees shall report to the Board at each monthly Board meeting.
 - .1 Finance Committee
 - .2 Fundraising Committee
 - .3 Safe Sport Committee
- 9.3 The Board Election Committee will be populated and membership approved by a vote of the Board of Directors no later than July 1 of each year. This committee will consist of one (1) Board member, one (1) coach, and one (1) parent who is not already a member of the Board of Directors. This committee is responsible for determining eligibility of candidates for Board of Directors positions and presenting those eligible candidates to the Board. This committee shall report to the Board at each monthly Board meeting beginning in May until the conclusion of the next election.

Article X AMENDMENTS

- 10.1 These bylaws may be amended by presenting the proposed amendment(s) to the board one meeting prior to the vote.
- 10.2 The membership must receive notice of any meeting of the Board of Directors where amendment(s) to the bylaws are to be considered. The notice must:
 - .1 be given to the membership no less than 10 days prior to all meetings
 - .2 state that the purpose of the meeting is to consider a proposed amendment to the bylaws
 - .3 contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.
- 10.3 A majority vote of the full Board of Directors shall be required for final inclusion of a proposed amendment.

Adopted this 26th day of August 1997 by the voting memberships of Wabash Valley Swim Club and Terre Haute Area Aquatic Club.

Amended:

September 15, 2000
March 26, 2007
September 15, 2014
August 16, 2017
March 11, 2019
September 12, 2022
September 11, 2023