

Revised: December 2007

**CODE OF BY-LAWS
OF
BOILERMAKER AQUATICS, INC.**

ARTICLE I - NAME AND ADDRESS

Section 1.1. Name. The name of the organization shall be "Boilermaker Aquatics, Inc." hereinafter referred to as "THE TEAM".

Section 1.2. Address. The mailing address of THE TEAM shall be:
Boilermaker Aquatics, Inc.
P.O. Box 2782
West Lafayette, IN 47996-2782

ARTICLE II - MEMBERSHIP

Section 2.1. Classes. There shall be two classes of membership in THE TEAM:

- (1) Regular Members shall be defined as the parents and legal guardians of Competitor Members.
- (2) Competitor Members shall be those who train with and engage in competition on behalf of THE TEAM. Regular Members may continue their membership in THE TEAM for no more than one (1) year beyond the date upon which they are no longer the parent or legal guardian of a Competitor Member.

Section 2.2. Dues and Fees. Membership shall 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 3.1. Purposes. The purposes of THE TEAM shall include but not be limited to the following:

- A. To provide an opportunity for all swimmers eligible for membership to engage in a wholesome, 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 involvement in swimming programs and to provide an opportunity for members to compete in 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; and
- F. To perform any purpose which not-for-profit corporations are authorized under the Nonprofit Corporation Act of 1991 ("THE ACT").

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Section 3.2. Powers. The powers of THE TEAM shall include, but not be limited to, the following:

- A. The participation in and the conduct of such meets and competitions as the Board of Directors shall from time to time determine to be in the best interest of THE TEAM;
- B. The publication and distribution of programs, newsletters, and other publications designed to promote the activities and affairs of THE TEAM;
- C. The solicitation and sale of advertising space 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 TEAM;
- E. The retaining of such persons, firms, or corporations as may be necessary in order to provide special services to THE TEAM;
- 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 TEAM;
- G. The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of THE TEAM and conduct its affairs.

ARTICLE IV - RIGHTS AND LIABILITIES OF MEMBERS

Section 4.1. Liabilities. No director, officer, member, or authorized agent, or representative of THE TEAM shall be liable or responsible for any debt or liabilities of THE TEAM, or liable to THE TEAM except to the extent of their unpaid portion of membership dues and fees.

Section 4.2. Voting Rights. Regular Members shall have one (1) vote per household on all matters brought before a vote of the membership. Competitor Members age 18 or older are eligible to vote independently, provided that they are not also Regular Members.

ARTICLE V - MEETINGS OF MEMBERS

Section 5.1. Annual Meeting. THE TEAM shall hold a meeting of the membership annually at any time after the close of the fiscal year for the purpose of reviewing the activities and financial affairs of THE TEAM, electing a Board of Directors, and conducting such other business as may properly come before the meeting.

Section 5.2. Special Meetings. THE TEAM may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of THE TEAM. Such special meetings of the members may be called by the President, the Board of Directors, or not less than (10%) of the members having voting rights.

Section 5.3. Place of Meetings. All meetings of members shall be held at a convenient hour and place designated by the Board of Directors.

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 (by mail or email) by the secretary, or by the officer or person calling the

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meeting to each member of record entitled to vote at that meeting, at the address or email address which appears on the records of THE TEAM, at least ten (10) days before the date of the meeting.

Section 5.5. Quorum. At any meeting of membership attendance in person of at least fifteen percent (15%) of the Regular Members shall constitute a quorum. There shall be no voting by proxy. Absentee ballots may be allowed at the discretion of the Board.

Section 5.6. Manner of Acting. Unless otherwise established by the Articles of Incorporation or these By-Laws, the decision of a majority of the members voting shall be the decision of THE TEAM.

ARTICLE VI - BOARD OF DIRECTORS

Section 6.1. General Powers. The Directors shall have the powers 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 TEAM. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of THE TEAM, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of THE TEAM. However, the Board of Directors may not enter into a contract or agreement for the purchase or sale of real estate which may only be accomplished by vote of the membership. The Directors shall otherwise exercise all of the powers of THE TEAM as permitted by law, subject to the provisions of the Articles of Incorporation and these By-Laws.

Section 6.2. Number and Tenure. The Board of Directors shall consist of the Head Coach, the Purdue Liaison, and no less than six (6) and no more than twelve (12) other persons. The Board of Directors, except the Head Coach and Purdue Liaison, shall be elected by the voting members of THE TEAM. No more than two (2) elected Directors shall be under contract to or otherwise employed by THE TEAM. The term of each Director shall be three (3) years, or until his/her successor is elected and qualified, with approximately 1/3 of the Directors being elected in each year. Each household shall be limited to one member on the Board at any time, except that the Purdue Liaison shall not be considered as a member of a household for this limitation. 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.

Section 6.3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall determine.

Section 6.4. Special Meetings. 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 twenty-four (24) hours prior to the date of the meeting. Attendance 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.

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Section 6.5. Quorum. The presence of 51% of 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.

Section 6.6. Manner of Acting. 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 TEAM.

Section 6.7. Power to Make By-Laws. The Board of Directors shall have the power propose or alter any by-law or by-laws, including the fixing and altering of the number of Directors. Such changes shall be ratified at a meeting of the membership of THE TEAM.

Section 6.8. Power to Elect and Appoint Officers. The Board of Directors shall select a president, vice-president, secretary, and treasurer. The Board shall also have the power to appoint such other officers as the Board may deem necessary for the transaction of the business of THE TEAM. Any officer may be removed by the Board of Directors whenever in the judgment of the Board the interests of THE TEAM will be best served thereby. The Board shall also have power to fill any vacancy in any office occurring for any reason.

ARTICLE VII – OFFICERS

Section 7.1. Officers. The Board of Directors shall annually elect the officers of THE TEAM. The officers of THE TEAM shall be a president, a vice-president, a secretary, a treasurer and such other officers as may be deemed desirable by the Board of Directors. No Director shall hold more than one (1) office at any time. However, by a three-quarters majority vote of the Board, a Director may hold both the secretary and treasurer offices.

Section 7.2. Election and Term of Office. The officers of THE TEAM shall be elected annually from among and by the Board of Directors. Each officer shall hold office for one (1) year or until his successor shall have been duly elected and qualified, unless earlier removed by the Board of Directors. All officers can be removed at any time by the affirmative vote of the majority of the members of the Board of Directors. Officers shall be eligible for re-election to three (3) successive terms in any one (1) office. However, by a three-quarters majority vote of the Board, an officer's eligibility for re-election may be extended an additional term in any one (1) office.

Section 7.3. President. The president shall be the chief executive officer of THE TEAM. He shall preside at all meetings of the membership and of the Board of Directors. Under the Board's direction, he shall have general supervision over the affairs of THE TEAM and over the officers. He shall sign all written contracts of THE TEAM. He shall perform all such other duties as are incidental to this office.

Section 7.4. Vice-President. The vice-president shall perform all duties incumbent upon the president during the absence or disability of the president. In addition, he shall perform duties and assignments which may from time to time be delegated by the president or the Board.

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Section 7.5. Secretary. The secretary shall have the responsibility for providing that notices required by these By-Laws be issued. The secretary shall have the custody and care of the corporate records of THE TEAM, 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 belonging to THE TEAM, and make them available for inspection by THE TEAM members, and shall perform such duties as may be prescribed by the Board of Directors.

Section 7.6. Treasurer. The treasurer shall keep correct and complete records showing accurately at all times the financial condition of THE TEAM, shall be the legal custodian of all moneys and other valuables which may from time to time come into the possession of THE TEAM, shall maintain a bank account in the name of THE TEAM, 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 TEAM, shall keep a list of members entitled to vote, and shall perform such other duties as the Board of Directors may prescribe.

Section 7.7. Absence of Officers. In case of the absence of any officer of THE TEAM, 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.

ARTICLE VIII – COMMITTEES

Section 8.1 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 TEAM.

Such committees shall perform as the president or the Board of Directors may direct. Standing and special committees may be comprised of both Directors and other Regular and/or Competitor Members.

ARTICLE IX - CORPORATE INDEMNIFICATION

Section 9.1. 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 TEAM shall be indemnified by THE TEAM as provided in THE ACT.

ARTICLE X - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 10.1. Contracts. All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed by the Board of Directors, be signed by the president of THE TEAM.

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Section 10.2. Checks, Drafts, etc. All checks and drafts issued by THE TEAM 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.

Section 10.3. Deposits. All funds of THE TEAM shall be deposited from time to time to the credit of THE TEAM 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 TEAM any contribution, gift, bequest or devise for the general purpose of THE TEAM.

ARTICLE XI - BOOKS AND RECORDS

Section 11.1. Books and Records. THE TEAM 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 a record giving the names and addresses of the members entitled to vote. All books and records of THE TEAM 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 TEAM shall begin on the 1st day of September and end on the 31st day of August in each year.

ARTICLE XIII - AMENDMENT TO BY-LAWS

Section 13.1. Amendments. These By-Laws 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.