

# Eagle Creek Sailing Club

## Bylaws

Updated February 13, 2023, by vote of the Board of Directors

### ARTICLE I - MEMBERSHIP

**Section 1. Membership.** There are several classes of membership including, but not necessarily limited to, [a] family, [b] regular, [c] lake associate, [d] social, [e] honorary associate and [f] inactive. The Board of Directors from time to time will determine any and all classes of membership. Any person may become a member of the Eagle Creek Sailing Club ("Club") in the manner provided in the Articles of Incorporation and the Bylaws, and each class shall have the rights, privileges, duties, liabilities, limitations, and restrictions which are therein and herein provided. Each and every individual who owns all or a portion of a boat which is stored, has an assigned wet slip, or otherwise regularly involved in activities on Club property or events shall be either a regular or family member of the Club. "Active members" are members with full voice in Club affairs and may vote and hold office; "associate or affiliated members" are persons with Club facility privileges but do not have a voice in Club affairs and may not vote or hold office.

**a. Family Member.** Married persons who submit an application and who pay the initiation fee, membership, dues, and assessments may become family members. Each spouse shall be entitled to a voice in the Club's affairs, to hold office in the Club and to vote with the general membership at the annual meeting and other such meetings where the general membership is convened. The family members shall be listed in the name designated in the application and only one membership number shall be assigned.

**b. Regular Member.** Unmarried persons, and married persons who desire this class of membership, who submit an application and who pay the initiation fee, membership dues and assessments may become a regular member. Regular members are entitled to a voice in the Club's affairs, to hold office in the Club, and to vote with the general membership at the annual meeting and other such meetings where the general membership is convened.

**c. Lake Associate.** Any sailboat owner, who is a lake property owner in fee simple, with private dock access to the reservoir who wishes Club membership, may apply for Lake Associate membership. Applicants shall pay the initiation fee, annual dues and assessments as established for the class. Lake Associate members shall not be entitled to store boats on the Club grounds and shall not be eligible to hold office or to vote. Full membership status will be conferred upon payment of the differences in the then current initiation fees, dues and assessments between lake associate and family or regular membership, at which time a membership number will be assigned.

**d. Social Member.** An active member in good standing may become a social member by formally relinquishing Club boating and racing activities, and upon payment of annual dues established for this category. Social members shall not be eligible to hold office or to vote. Active membership may be regained at any time through application and payment of dues and assessments for the year in which the application is made.

**e. Honorary Member.** Honorary member shall be elected for a specific period of time by unanimous vote of the Board. They shall be selected from among distinguished persons in the sport of sailing or in the community at large. Honorary members shall be exempt from paying initiation fees, dues, and assessments. They shall not be eligible to hold office in the Club nor to vote in Club affairs. Honorary members may invite guests.

**f. Inactive Member.** An active or associate member who retires in good standing automatically becomes an inactive member not subject to annual dues and not entitled to hold office, to vote, or to use the Club facilities except as a guest of the Club or an active member. Membership number will not be retained. Active or associate membership may be regained at any time without paying initiation fee, through application and payment of dues and assessments for the year in which the application is made.

**g. Student Member.** A member who is a student and affiliated with the ECSC Junior Sailing Program or an

ECSC Board approved college team or club. Student must pay a reduced membership through either monetary and/or work credit considerations. They shall not be eligible to hold office in the Club nor to vote in club affairs. Pre-college members Student members are subject to the rules and guidelines set forth by the Junior Sailing Chairperson. Collegiate student members are subject to the rules and guidelines as set forth by their respective collegiate club board approved agreements with ECSC.

**Section 2. Affiliated Persons with Limited Rights.** There are three classes of persons that are affiliated with our Club yet are not considered members. These classes of persons shall agree to be bound by the General Conduct and Safety Rules of the Club.

**a. Race Fellows.** The Membership Chairperson and the Race Chairperson may, from time to time, permit non-member sailors of sailboats to pay an annual fee to participate in the Club's series racing program. Race Fellows shall not be members of the Club, shall have no vote, and shall have only such limited access to the Club facilities as is directly related to participation in series racing. The Club may refuse or terminate such race participation with or without cause. Race Fellows shall be eligible for Series Racing Awards and shall be invited to attend season end awards programs.

**b. Children of Family and Regular members.** Minor children (including full time college students) of family and regular members in good standing are entitled to use the Club facilities at all times and may bring guests to the Club. They shall not, however, participate or vote at Club meetings or hold office on the Board of Directors unless they are active members in their own right. The member shall be fully responsible for the conduct of the member's children and guests.

**c. Organizational Affiliates.** Any affiliate must first be a member of an affiliate organization that has a signed agreement with the ECSC. Affiliates shall pay a fee in an amount determined by the ECSC Board of Directors and specified in the Organizational Affiliate agreement but shall have no voting privileges. The Organizational Affiliate agreement will specify the terms and conditions under which an affiliate may use ECSC facilities. Items in the agreement may be, but not be limited to, access to ECSC facilities, guest privileges, termination policies, allowable affiliate activities, participation in ECSC activities, and payment of ECSC fees.

**Section 3. Membership Dues and Initiation Fees.** Membership dues and initiation fees have been and may be fixed from time to time by resolution[s] and/or other actions by the Board of Directors.

**a. Deferred Initiation Fees.**

(i) An individual under the age of 25 may become a Family or Regular Member upon payment of 25% of the initiation fee and 100% of the regular dues and applicable fees. In the year of that member's 25th birthday an additional 25% of the initiation fee is due. In the year of that member's 30th birthday the remaining 50% of the initiation fee is due.

(ii) An individual under the age of 30 may become a Family or Regular Member upon payment of 50% of the initiation fee and 100% of the regular dues and applicable fees. In the year of that member's 30th birthday the remaining 50% of the initiation fee is due.

(iii) An individual 30 years old or older may become a Family or Regular Member upon payment of the initiation fee and the regular dues and applicable fees.

**b. Legacy.** Any individual who was a child, or legally adopted child, of a Family or Regular Member who was a member in good standing for five (5) or more consecutive years on becoming an adult, may become a Family or Regular Member upon payment of the regular dues and applicable fees. Payment of the initiation fee is waived.

**Section 4. Term of Membership.** Any person who pays annual membership dues shall be a member of the Club until March 1st, 12:01 AM prevailing local time, of the following calendar year from which the dues were paid.

**Section 5. Membership Cards.** Each member of the Club may be issued a membership certificate or card in such form or design as shall be prescribed by resolution of the Club's Board of Directors. Membership certificates shall be returned to the Club upon termination of membership for any reason.

**Section 6. Transfer of Membership.** Membership in the Club shall not be transferable or assignable in any manner except as follows. For family members, the membership will remain in effect for a surviving spouse as a regular member. Upon his or her remarriage, or upon the marriage of a regular member, or upon the request of a regular member already married, such membership shall become a family membership. Membership is not subject to any other form of inheritance. Upon legal separation or divorce of family members, each spouse, upon request and payment of any unpaid dues or assessments shall be entitled to become a regular member.

**Section 7. Termination or Refusal of Membership for Cause.** Membership may be refused or terminated by the Board of Directors for any cause by it deemed sufficient, provided the Club's lease with the City of Indianapolis is respected.

## **ARTICLE II - MEETINGS OF MEMBERS**

**Section 1. Place of Meetings.** Meetings of the members of the Club shall be held at such place as shall be specified in the notices thereof.

**Section 2. Annual Meeting.** The annual meeting of the members of the Club shall be held on the first Saturday of November of each calendar year unless the Board of Directors shall determine otherwise by resolution not less than fifteen (15) days prior to the date of any such annual meeting.

**Section 3. Special Meetings.** Special meetings of the members may be called by the Commodore, by a majority of the Board of Directors or by written petition signed by not less than one-tenth (1/10th) of all the members of the Club.

**Section 4. Date of Determination of Vote.** The Board of Directors may fix a membership record date, consistent with Article I, not exceeding sixty (60) days preceding the date appointed for any meeting of members, for the purpose of determining the members entitled to notice of and to vote at such meeting. In the absence of any action by the Board of Directors to set such record date, then no member shall be entitled to vote at any meeting, unless such member shall have been a member of the Club prior to thirty (30) day preceding the date of such meeting.

**Section 5. Quorum.** At any meeting of members, as provided in the Articles of Incorporation, one-tenth (1/10) of the total voting members of the Club shall constitute a quorum.

## **ARTICLE III - BOARD OF DIRECTORS:**

**Section 1. Duties and Qualifications.** A Board of Directors, all of whom shall be active members of the Club, shall manage the business and affairs of the Club. Members of the Ex-Commodore Advisory Board shall not be eligible to serve as a Director.

**Section 2. Number and Terms of Office.** There shall be eight (8) new members of the twenty-four (24) members of the Board of Directors of the Club who shall be elected at the Annual meeting of the members for such terms of office as are specified in the Articles of Incorporation. Any and all members of the Board of Directors of the Eagle Creek Sailing Club shall, during their elected term, hold at least one office, or Chair one committee, or serve in some specially designated capacity as determined by the respective Commodore. If any such Directors shall fail to assume any such office, Chair, or serve in some specially designated capacity during the commencement of the last period of his/her term, then he/she may be removed as a member of the Board of Directors and such vacancy filled as otherwise provided.

- (a.) Nominations for the Board of Directors shall be accepted at the meeting of the Board immediately preceding the Annual Meeting of the Members. Nominees for the Board will be published in the "TelItales" issue immediately preceding the Annual Meeting of the members.
- (b.) Absentee Ballots for the Election of the members of the Board of Directors will be available from the Club Secretary. Print and electronic ballots are acceptable for voting. Such Ballots will be returned to the Secretary, or any other Board Member, in time for delivery to the Annual Meeting. Such Ballot may be revoked by appearing at the Annual Meeting and voting in person.
- (c.) Election shall be by plurality; a majority is not necessary to elect.

**Section 3. Vacancies.** The Commodore, subject to confirmation by a majority vote of the Board of Directors,

may fill any vacancy on the Board of Directors, except vacancies caused by an increase in number of directors. Any such successor Director shall hold office until the next annual meeting of members and until his or her successor is elected and qualified. At such next annual meeting of members, the members of the Club may elect a successor for the remainder of the unexpired term of the Director who caused such vacancy. Vacancies on the Board occasioned by an increase in the number of Directors shall be filled by a vote of the members at the next annual or special meeting thereof. Any Director so elected by the members shall hold office until a successor shall be duly elected and qualified.

**Section 4. Order of Succession.** In the event that the office of the Commodore shall become vacant for any reason, the Vice Commodore shall succeed the Commodore. In the event that the Vice Commodore cannot assume the responsibilities of Commodore, the last Commodore will become Acting Commodore for the purpose of convening the Board for the election of a Commodore.

**Section 5. Compensation.** Members of the Board of Directors shall receive no compensation for service as Directors of the Club. However, this provision shall not exclude compensation to members of the Board for services in other capacities.

**Section 6. Annual Meetings.** Unless otherwise agreed upon, the Board of Directors shall meet each year, immediately following the annual meeting of members, at the place where such meeting of members was held and for the purposes of organization, election of officers of the Club and consideration of any other business, which may be brought before the meeting.

**Section 7. Other Meetings.** Other meetings of the Board of Directors may be held regularly pursuant to a resolution of the Board to such effect or may be held upon the call of the Commodore or of not less than ten (10) percent of the members of the Board and upon forty-eight (48) hours notice specifying the time, place, and general purposes of the meeting. Such notice shall be given to each Director either personally or by mail, telegram, email, or telephone. No notice shall be necessary for the annual meeting, or any regular meeting and notice of any other meeting may be waived in writing or by telegram. Attendance at any such meeting shall constitute waiver of notice of such meeting. Board business may be conducted without a meeting, if approval is obtained in writing, E-mail is an additional acceptable form of writing, by 2/3 of the whole Board of Directors. Any such business approved must be ratified at the next regular Board meeting.

**Section 9. Quorum.** One-third (1/3) of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of business.

#### **ARTICLE IV - COMMITTEES**

**Section 1. Standing Committees.** There are several standing committees of the Club consisting of, but not necessarily limited to the following: Executive Committee, Membership Committee, Education and Safety Committee, Junior Sailing Committee, Harbor Master Committee, Race Committee, Social, Publicity Committee and Grounds Committee. The Board of Directors may, from time to time, create any other standing committee. The Board of Directors shall at any time be entitled to exercise any powers previously delegated to any standing committee by these Bylaws or otherwise.

**Section 2. Chairs of Standing Committees.** Within thirty (30) days after the annual meeting of the Board of Directors, the Commodore shall appoint the Chair of each standing committee who shall serve for a term of one (1) year commencing with the date of such annual meeting or the date of appointment and continuing until the next succeeding annual meeting or until his/her successor is appointed and takes office. The Commodore may at any time remove any Chairperson or Assistant Chair of any Standing Committee.

**Section 3. Members of Standing Committees.** Each Standing Committee shall have such members as are specified in Article V of these Bylaws. The Chair of each Committee, after consultation with the Commodore, shall appoint the members of their Committee. The Chair of each Committee, subject to review and approval by the Commodore, may appoint an Assistant in accordance with in Article V. Such appointments shall be made within 60 days following the appointment of a Committee Chair by the Commodore. Notwithstanding the foregoing, the members of the Executive Committee, other than the officers of the Club, shall be designated by the Board upon the nomination of the Commodore. The Commodore shall be an *ex officio* member with full voting rights on each Standing Committee.

**Section 4. Meetings of Standing Committees.** Meetings of each Standing Committee may be called by its Chair or by the Commodore.

**Section 5. Special Committees.** Special Committees may be appointed by the Commodore with the concurrence of The Board of Directors for such special purposes as circumstances warrant. Any such Special Committee shall limit its activities to the accomplishment of the purposes for which created and shall have no power to act except such as is specifically conferred upon it by action of the Board of Directors. Upon acceptance by the Board of Directors of the final report of any such Committee, such Committee shall stand discharged.

**Section 6. Operating Procedures.** Each Committee, whether Standing or Special, shall submit to the Board of Directors a written report of its activities at least once annually or more often when requested by the Commodore or the Board of Directors.

**Section 7. Advisory Board.** The Advisory Board shall consist of former Past Commodores who have continually remained active members since their term as Past Commodores. Members of the Advisory Board shall receive notice of all Board and Executive Board meetings and shall attend such meetings for the purpose of being heard and participating in all matters that might come before such Board. However, an Advisory Board member shall not be counted for purposes of a quorum, nor shall such Advisory Board member be entitled to vote at any such Board meeting. After three years of service on the Advisory Board a former Commodore, who so chooses and resigns from the Advisory Board, may run for election to the Board of Directors and shall otherwise be permitted to hold office.

#### **ARTICLE V - COMPOSITION AND DUTIES OF STANDING COMMITTEES**

**Section 1. Executive Committee.** The Executive Committee shall consist of the officers and the standing committee chairs. No member of the Committee shall continue as such after ceasing to be a member of the Board of Directors. During the intervals between meetings of the Board of Directors and subject to such limitation as may be imposed by law, the Articles of Incorporation or these Bylaws, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of the Club, except that no action shall be taken which shall conflict with the expressed policies of the Board of Directors. All actions of the Executive Committee shall be reported to the Board of Directors at the next meeting thereof.

**Section 2. Membership Committee.** The Membership Committee shall be responsible for maintaining membership records, compiling a listing of members, issuing membership cards and keys and other ancillary duties. The Membership Committee shall publish an Annual Directory of Members. The Committee Chairperson may appoint one Assistant.

**Section 3. Education and Safety Committee.** The Education and Safety Committee shall be responsible for encouraging safety on the water, safety on shore and good seamanship. This includes offering annual Coast Guard safety inspections, adult sailing lessons, preparing 911 procedures, preparing regatta safety plans and coordinating with local emergency and first responders. The Committee Chairperson may appoint one Assistant.

**Section 4. Harbor Master Committee.** This Harbor Master Committee shall be responsible for the assignment, management, communications, and enforcement of wet-slips and land-based parking places of all sailboats, trailers, and other watercraft. The Committee shall prescribe and enforce rules and regulations in connection therewith. The Committee shall implement the Master Parking Plan as prescribed by the Grounds Committee. This Committee shall maintain a list of members waiting for wet slip assignment. The Committee Chairperson may appoint one Assistant.

**Section 5. Race Committee.** The Race Committee shall conduct all official races sponsored by the Club under the rules of the United States Sailing Association and the Eagle Creek Sailing Club. The Committee Chairperson may appoint two Assistants.

**Section 6. Social Committee.** The Social Committee shall be responsible for all Social Activities of the Club. This committee shall be responsible for obtaining and proper storage of all foodstuffs, cooking, and serving utensils. The Committee Chairperson may appoint one Assistant.

**Section 7. Publicity Committee.** The Publicity Committee shall be responsible for publishing "Telltales," the official newsletter of the Club. The committee shall maintain the Club website. The committee may market ECSC branded materials to club members. The Committee Chairperson may appoint one Assistant.

**Section 8. Grounds Committee.** The Grounds Committee shall consist of Facilities Manager, Vice Commodore, Harbormaster, Treasurer and a Member-At-Large (appointed by the Facilities Manager). The Facilities Manager shall serve as Chairperson of the Grounds Committee. Decisions are made by majority of the Committee. The Grounds Committee shall be responsible for developing and managing a process of keeping the Club in good repair and to present a positive appearance and experience for Club Members and Guests. The Grounds Committee shall be responsible for ensuring the Club is in good working order at the start of the season and shall be responsible for securing the Club for the winter season. This includes construction, installation, repair, maintenance, and removal of facilities. The Grounds Committee responsibilities include, but not limited to, the upper and lower shelters, all storage sheds, utilities (electric, water, sewage) and associated inspections, development of a Master Parking and Storage Plan, beach area, pressure washer, air compressor, tractors, lawn, landscaping, as well as ramp, gin pole and dock maintenance. The Grounds Committee shall maintain a list of projected major capital and expense projects for which funding must be requested and approved, such as ramp replacement, gin pole replacement, dock replacement, etc. The Grounds Committee is authorized to develop and maintain a list of trusted vendors, who are bonded and insured, to perform work, as requested. Members of the Grounds Committee shall be prohibited from providing services as paid contractors to the Club. The Grounds Committee may assign the management or performance of projects and duties to club members who shall be entitled to Work Credits as prescribed in the General Rules. The Facilities Manager may appoint one Assistant-Grounds Committee.

**Section 9. Junior Sailing Committee.** The Junior Sailing Committee shall be responsible for planning, coordinating, and conducting the summer Junior Sailing Camp and for managing the activities of the Junior Sailing Program. The Committee Chairperson may appoint one Assistant.

## **ARTICLE VI - OFFICERS**

**Section 1. Number and Qualifications.** The officers of the Club shall consist of a Past Commodore, Commodore, Vice Commodore, Secretary, Treasurer, and Facilities Manager and such assistant or subordinate officers as the Board of Directors shall deem necessary. Except for the office of Past Commodore, no former Commodore may hold any office during his term on the Advisory Board.

**Section 2. Election of Officers.** Each Officer of the Club shall be elected annually by the Board of Directors at its annual meeting to hold office for a term of one (1) year, commencing the date of this election and continuing until his successor is duly elected and takes office.

- (a) Nominations for Officers shall be made at the Board of Directors immediately preceding the Annual meeting of the Board of Directors and at the Annual meeting of the Board of Directors.

**Section 3. Vacancies.** Whenever any vacancies shall occur in any of the offices of the Club by reason of death, resignation, removal or otherwise, the Board of Directors shall fill the same, and any officer so elected shall hold office until the next annual meeting of the Board of Directors and until their successor shall be duly elected.

**Section 4. Removal.** Any officer or Director of the Club may be removed from office by the Board of Directors whenever, in its judgment, the best interests of the Club will be served thereby.

**Section 5. Delegation of Official Authority.** In case of the absence or disability of any officer of the Club, the Board of Directors may delegate the powers or duties of such officer to any officer or any other qualified persons for a specified period.

## **ARTICLE VII - DUTIES OF OFFICERS**

**Section 1. Past Commodore.** Past Commodore shall organize and preside at the annual meetings of directors and members and shall be an *ex officio* member of all Standing and Special Committees. The Past Commodore shall have supervision of such other matters as may be designated from time to time by the Board

of Directors.

**Section 2. Commodore.** The Commodore shall preside at all special and regular (other than annual) meetings of the directors and members and, in the absence or by the direction of the Past Commodore, of the Annual Membership and Board Meeting. The Commodore shall be an *ex-officio* member of all Standing and Special Committees. The Commodore shall discharge all the usual functions of the Chief Executive Officer of a Corporation, including the execution on behalf of the Club of all deeds, leases, and control over official documents and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

a. Each fiscal year prior to March 1st of that year the Commodore shall present to the Board of Directors for approval a proposed budget of planned expenditures to and including the end of the Fiscal Year.

b. Thereafter, following approval of the budget, the Commodore shall have the power to authorize additional expenditures up to Two Hundred-Fifty Dollars (\$250.00) in amount.

c. Additional expenditures up to Five Hundred Dollars (\$500.00) in amount may be authorized without Board approval by a Committee of any two officers and one other Club member representing the purpose for which the expenditure is intended.

d. All expenditures beyond the sum of Five Hundred Dollars (\$500.00) and not included in the proposed budget must be approved by a majority of the Board of Directors.

**Section 3. Vice Commodore.** The Vice Commodore shall perform all the duties incumbent upon the Commodore during the absence or disability of the Commodore and shall perform such other duties as these Bylaws or the Directors may prescribe. The Vice Commodore shall "shadow" the Commodore for purpose of preparing to serve as Commodore the following year and to ensure a smooth transition of duties. The Vice Commodore shall be a member of the Grounds Committee. The Vice Commodore shall collaborate with Committee Chairs and Officers to identify and recruit members to be nominated to the Board who have expressed a desire to serve as a future Committee Chair or Officer.

**Section 4. Secretary.** The Secretary shall attend all meetings of the members and directors and shall keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of such meetings. The Secretary shall attest the execution by the Club of all deeds, contracts, and other official documents. The Secretary shall attend to the giving and serving of all notices of corporate meetings pursuant to these Bylaws, shall have custody of the books (except books of account) and records of the Club and in general shall perform all duties as these Bylaws or the Board of Directors may prescribe.

**Section 5. Treasurer.** The Treasurer shall keep, or cause to be kept, correct and complete records of account, showing accurately at all times the financial condition of the Club. Subject to the direction of the Board of Directors and Finance Committee, the treasurer shall be responsible for all funds, moneys, notes, securities, and other valuables which may from time to time come into the possession of the Club and shall deposit, or cause to be deposited, the funds of the Club with such depositories as the Board of Directors or Finance Committee shall designate. The Treasurer shall furnish other duties as these Bylaws, or the Board of Directors may prescribe. The Treasurer shall be a member of the Grounds Committee.

**Section 6. Facilities Manager.** The Facilities Manager shall be responsible for the facilities and grounds of the club as outlined in the job description, shall serve as the Chair of the Grounds Committee, and in general shall perform all duties as these Bylaws or the Board of Directors may prescribe.

**Section 7. Assistant Officers.** Such assistant officers as the Board of Directors may from time to time designate and elect shall have such powers and duties as these Bylaws, or the Board of Directors may prescribe. An assistant secretary may, in the event of the absence or disability of the secretary, attest the execution of documents by the Club.

## ARTICLE VIII - GUESTS

**Section 1.** All active members, honorary, associate members, and organizational affiliates, consistent with any Organizational Agreement, shall have the privilege of bringing a guest on the premises of the Club and permitting such guest to sail as his/her crew.

**Section 2.** Members in good standing of other registered sailing groups or of yacht clubs shall, with approval of the Chair of the Harbor Master Committee, have the privilege of using the facilities of the Club without payment of dues or assessments for a period not to exceed three (3) days in any thirty (30) day period.

## **ARTICLE IX - MISCELLANEOUS**

**Section 1. Club Logo.** The Club Logo shall be a silhouette of a boat, showing the main, jib, and hull configuration with the luff of the jib designated to resemble the head of an eagle. The shape and position of the Club Logo is as appears below.



**Section 2. Club Burgee.** The burgee of the Club shall be a swallowtail pennant as appears at right. The logo shall be gold in color on a navy-blue field and the letters "ECSC" shall be navy blue on a gold field. The burgee shall be made available in sizes suitable for the type of boats of the Club's membership.



**Section 3. Indemnification.** Every person who is or was a director of the Corporation (as defined in IC 23- 17- 16-2) shall be indemnified by the Corporation against all liability and reasonable expenses (as such terms are defined in IC 23-17-16-2 & 23-17-16-4) incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director of the Corporation, provided that such person is determined in the manner specified in IC 23-17-15-12 to have met the standard of conduct specified in IC 23-17-15-8. Subject to the requirements of IC 23-17-16-10, the Corporation shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed as provided in IC 23-17-16-12 to determine whether such person is entitled thereto. Every person who is or was an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a director. Nothing contained in this Article shall limit or preclude the exercise of any right provided under the Act, the Corporation's Articles of Incorporation, its Bylaws, any general or specific action of the Board of Directors or the members of the Corporation, or any contract relating to indemnification of or the advancement of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent.

**Section 4. Bylaw Amendment.** These Bylaws may be amended from time to time by 2/3 vote of the Board of Directors.

**Section 5. Parliamentary Authority.** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.