

BY-LAWS of
CLINTON HILLS SWIM CLUB, INC.
A Non-Profit Corporation

ARTICLE I.

Name and Location

- Section 1. The name of the corporation shall be CLINTON HILLS SWIM CLUB, INC., established as a non-profit corporation in the State of Ohio, and referred to herein as “Club” or “Corporation” or “Association.”
- Section 2. The principal office of this Corporation shall be located in Cincinnati, Ohio.
- Section 3. The corporation operates under the name Clinton Hills Swim Club (the “Club” or “Clinton Hills”), commonly abbreviated as “CHSC.”

ARTICLE II.

Definitions

For the purpose of these By-Laws, the following definitions apply:

- Section 1. “MEMBERS”. Any individual or family shall be eligible as a Member of this Corporation.
- Section 2. “Political Activity” shall include all activities generally viewed as “political”. “Political Activity” includes, but is not limited to, all fund raising activities of any kind other than those sanctioned by the Board of Trustees for Club purposes, any attempt to auction, pledge, or in any way transfer or encumber a member’s membership rights, and any activity determined by the Board of Trustees to constitute a political activity.
- Section 3. “Spouse” means an individual who is party to a marriage or civil union.
- Section 4. “Family Unit” means: (1) All persons of the same immediate family, who are all related by blood, or adoption (including a ward or foster child), marriage, or civil union, and who reside permanently in the same household, excluding “guests”; or (2) A couple living in what they consider a durable relationship, and their unmarried children, who reside permanently in the same household.

ARTICLE III.

Purpose

Section 1.

The purpose of the Club is to promote, by any lawful means, the welfare of its Members and the general development, maintenance and improvement of the Club; and, in doing so, to originate, promote, or take part in any lawful movement or enterprise which, in the judgment of the Board of Trustees of the Club, will tend to preserve and promote the best interests of the persons who are Members of the Club in conformity with Ohio law. The Club shall promote its Members interests through the development and use of a swimming pool, tennis courts, volleyball courts and any other facility determined to be appropriate by the Board of Trustees.

Section 2.

The Club is specifically prohibited from any activity, which could be construed as political activity since any such activity would negatively affect the Club's "non-profit" status pursuant to Internal Revenue Service Rules and State of Ohio laws.

ARTICLE IV.

Voting and Resignation

Section 1.

"VOTING". Only one vote may be cast by the Members on any matter put to a vote. Voting by proxy shall not be permitted.

Section 2.

"VOTING BY MAIL or E-MAIL". Members may take action by mail ballot and/or e-mail ballot when called for by the Board of Trustees. The result of this voting shall be determined by the ballots returned to the Secretary within ten (10) days and the Secretary shall certify the outcome to the membership.

Section 3.

"RESIGNATION". Any member at any time may give written notice to the Secretary of intention to withdraw from membership. Such notice shall be presented to the Board of Trustees at their next meeting, and if the resignation is accepted, it shall be effective upon fulfillment of all financial obligations to this Club to the date of notice of withdrawal.

ARTICLE V.

Dues and Assessments

Section 1.

The annual dues for the Members shall be payable in advance annually on a date determined by the

Board. In the case of a Member joining after July 5th of any given year, its dues for the remainder of that year shall be prorated by month on the basis of the annual dues shown in the schedule promulgated by the Board of Trustees.

Section 2. If a change in dues or moratorium thereof becomes desirable or it appears necessary to levy assessment on members, the Board of Trustees shall prepare a proposal for such changes and shall notify all the members in writing before considering it to the membership for comment at a specified meeting. Approval shall require a 2/3rds majority vote of the Board of Trustees.

Section 3. "FISCAL YEAR". The fiscal year of the Corporation shall be from January 1st to December 31st of each calendar year.

ARTICLE VI.

Meetings

Section 1. "ANNUAL MEETING". There shall be an annual meeting of the Club for the election of Trustees, for receiving the annual reports and for the transaction of such other business as may be timely. Notice of such meeting shall be signed by the Secretary and shall be mailed or emailed to the last recorded address of each Member at least ten (10) days before the date appointed for the next meeting.

Section 2. "REGULAR BOARD OF TRUSTEES MEETINGS". The Board of Trustees shall meet immediately following the Annual Meeting of the Corporation and at such other times and places as may be fixed by the President of the Board of Trustees. The Secretary shall, at the request in writing of a majority of the Trustees, issue a call for a special meeting of the Board of Trustees. The President of the Board of Trustees may postpone any meeting called by the President, and the Board of Trustees may postpone any meeting it has called.

Section 3. "SPECIAL MEETINGS". Special Meetings of the membership may be called by the President, a majority of the Board of Trustees or upon written request of thirty-five (35) Members in good standing, which request shall then be executed by the President.

Section 4. "QUORUM". Members, in good standing, present

in person shall constitute a quorum at all meetings of the Club, except as otherwise required by law. A two-thirds majority of Members of the Board of Trustees assembled at any meeting shall constitute a quorum.

Section 5. “ATTENDANCE”. Only Members in good standing may attend meetings of the Club.

Section 6. “ABSENCES FROM MEETINGS”. Any member of the Board of Trustees absent from a meeting shall communicate with the President or Secretary stating the reason for his absence. In the event there are three (3) consecutive unexcused absences on the part of any member of the Board of Trustees, a vote must be held among all other Trustees to determine whether those Trustees may declare his/her membership on the Board of Trustees vacant.

ARTICLE VII.

Order of Business

Section 1. The order of business for Regular and Special Meetings shall be determined by the Board of Trustees.

Section 2. The order of business may be altered or suspended at any meeting by a majority vote of the Regular Members present. The usual parliamentary rules as laid down in Robert’s Rules of Order shall govern all debates when not in conflict with these By-Laws.

ARTICLE VIII.

Board of Trustees and Officers

Section 1. “ELIGIBILITY REQUIREMENTS”. To be eligible for service as Trustee, a person must be a Member in good standing.

Section 2. “BOARD OF TRUSTEES”. The Board of Trustees shall consist of not more than twelve (12) Members, to include the present officers (President, Vice- President, Secretary and Treasurer).

Section 3. “ELECTION”. Nominations for Trustees shall be made by a duly appointed Nominating Committee or any Trustee and communicated to the President of the Board of Trustees fifteen (15) calendar days before the date of the Annual Meeting. For election, a two-thirds (2/3rds) favorable vote of the Membership present shall be required. Trustees

shall be elected to office for two (2) years or until their successors have been duly elected and installed.

Section 4. "OFFICERS". There shall be four (4) officers of the Corporation consisting of: a President, a Vice-President, a Secretary and a Treasurer. They shall be elected by the Board of Trustees from amongst themselves at the Annual Meeting of the Board of Trustees. A two-thirds (2/3rds) favorable vote shall be required for election. Their term will be two (2) years. They may serve more than one term, if so elected.

Section 5. "VACANCIES". Interim vacancies on the Board of Trustees or in any office shall be filled by a two-thirds (2/3rds) favorable vote of the Trustees present at a meeting.

Section 6. "REMOVALS AND RESIGNATIONS". Any Trustee may be removed for cause by a two-thirds majority vote of the Board of Trustees. A Trustee's absence from three (3) consecutive meetings of the Board of Trustees without good cause shall constitute a cause for removal. A Trustee's term of office shall cease immediately when he/she ceases to be a member of the Corporation.

Section 7. "MANNER OF ACTING". In the event of a dispute as to the procedure at any meeting, the same shall be governed by Roberts Rules of Order. The vote of a majority of the Trustees present and voting at any regularly constituted meeting shall be the act of the Trustees, unless more than a majority is required by the By-Laws.

ARTICLE IX.

Responsibilities and Duties of Board of Trustees, Officers and Pool Manager

Section 1. "BOARD OF TRUSTEES". The management, affairs and business of the Association shall be vested in the Board of Trustees. The Board of Trustees shall:

(a) Transact all Corporate business, including construction, maintenance, and renovation of facilities;

(b) Adopt rules for the use of Corporate property ("Club Rules"), which shall be published as determined by the Board of Trustees;

- (c) Approve all applications for membership;
- (d) Approve all fees and dues structures including acceptable methods of payment;
- (e) Select the depository for Corporate funds;
- (f) Provide for a financial review every year;
- (g) Ensure proper management of the facility; and
- (h) Address any and all necessary matters not specifically described above.

Section 2.

“PRESIDENT”. The president shall preside at all meetings of the Club and the Board of Trustees and shall be a member ex-officio with the right to vote on all committees. With the approval of the Board of Trustees of Trustees, he/she shall appoint all the Committees required to carry on the program of the Association. He/she shall also communicate to the membership or to the Board of Trustees such matters and make such suggestions as my in his/her opinion tend to promote the welfare and increase the usefulness of the Club and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Trustees.

Section 3.

“VICE-PRESIDENT”. The Vice-President shall perform the duties of the President during his/her absence or inability to perform the same, or in case of a vacancy in the office of President, until such vacancy is filled.

Section 4.

“TREASURER”. The Treasurer shall keep an accurate account of all monies received and expended for the use of the Club by the Board of Trustees. He/she or his/her designees shall deposit all sums received in the bank or banks approved as depositories by the Club and shall make a report to the members and/or Board of Trustees when called upon by the President to do so. Funds may be drawn only upon the signature of the Treasurer and/or such officers as may be designated by the Board of Trustees. The funds, books and vouchers in the hands of the Treasurer shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Trustees. At the

expiration of his term of office, the Treasurer shall deliver over to his successor all books, monies and their property. There shall be a review annually of the books and records by the Audit Committee.

Section 5.

“SECRETARY”. The Secretary shall keep the minutes of all meetings of the Association and the Board of Trustees. He shall conduct all correspondence of the Association and carry into execution all orders of specific committees. He shall keep a list of the members of the Association and he shall execute and deliver all notices and perform such other duties as may from time to time be required by the President of the Board of Trustees.

Section 6.

“POOL MANAGER” or “POOL MANAGEMENT COMPANY”. Any candidate for Pool Manager or Pool Management Company shall be presented to the Board of Trustees by the President or a Committee selected by the Board of Trustees for such purpose.

The Board of Trustees will also review the performance of the Pool Manager or Pool Management Company yearly.

The Pool Manager or Pool Management Company shall serve at the direction of the Board of Trustees, and pursuant to the terms of any agreement entered into between the Corporation and the Pool Manager or Pool Management Company.

ARTICLE X.

Committees

Section 1.

“EXECUTIVE COMMITTEE”. The President, Vice President, Secretary, and Treasurer constitute the Executive Committee of the Board of Trustees. The members of the Executive Committee serve during the pleasure of the Board of Trustees. Unless a Chairman shall have been selected, the Executive Committee shall elect a Chairman from its own number. During the intervals between the meetings of the Board of Trustees, the Executive Committee shall possess and may exercise all of the powers of the Board of Trustees in the management of the business and affairs of the Corporation conferred by the Bylaws or otherwise to the extent authorized by any applicable Resolution providing for such Executive Committee or by subsequent

Resolution adopted by a two-thirds majority of the Board of Trustees. All actions of the Executive Committee shall be reported to the Board of Trustees at its next meeting and such action shall be subject to revision and alteration by the Board of Trustees, provided, however, that no rights of third persons shall be affected by any such revision or alteration. Vacancies on the Executive Committee shall be filled by the Board of Trustees.

Section 2.

“NOMINATING COMMITTEE”. At least forty-five (45) days before the Annual Meeting the President, subject to the approval of the Board of Trustees, shall appoint a Nominating Committee of three (3) accredited representative whose duty it shall be to nominate candidates for Trustee to be elected at the next annual election. They shall notify the Secretary in writing at least thirty (30) days before the date of the Annual Meeting of the names of such candidates and the Secretary shall mail a copy thereof to the last recorded address of each Regular Member at least twenty (20) days before the Annual Meeting. Additional nominations for Trustees may be made by an accredited representative from the floor at the Annual Meeting.

Section 3.

“AUDIT COMMITTEE”. There shall be an Audit Committee of not less than two (2) Regular or Associate Members and it must be chaired by a member of the Board of Trustees. In the alternative, the Board may designate an outside auditor to carry out the function of the audit committee.

Section. 4.

“OTHER COMMITTEES”. Other committees from time to time may be established as determined by the Board of Trustees and/or the President, such as a Public Relations Committee, Government Relations Committee, or others.

ARTICLE XI.

Membership

Section 1.

“CLASSES”. The Board of Trustees shall have full power over the classification of memberships in the Corporation, including the right to change the present classifications, or restrict membership amounts in any class, as the Board of Trustees may deem best. The Board of Trustees shall also have the power to establish, interpret, and change the terms and conditions of any classification, including

any applicable fees or dues.

The Club membership shall consist of the following classes:

I. **Active Membership:** Active Membership shall be granted only to those persons who have been received into membership by the Board of Trustees in accordance with the provisions of this Article. Active Members consist of the following classes:

(A) **Family Membership:** A “family unit” constitutes a Family Membership. Membership shall normally be issued in the name of both “spouses” of each “family unit”. In the event of a “family unit” where there is only one adult, then the membership shall be issued in a single name.

Grandchildren of a member do not qualify under the member’s Family Membership unless the grandparent has sole legal custody of the grandchildren and the grandchildren live full time in the member’s household without the children’s parent(s) present.

A Family Membership can include a member’s own parents and grandparents but only if those parents and grandparents live full time in the member’s home.

Unmarried children are covered in Family Membership only if they reside full time in the member’s household and are under the age of 25.

Disabled children materially supported by the present member, regardless of age, are included in the Families’ Membership.

(B) **Individual Membership:** A single person at least 18 years of age, from a one person household, constitutes an Individual Membership.

(C) **Senior Membership:** A single person at least 67 years of age who has been a Club Member in good standing for at least 10 years, or a family unit in which both adults meet the foregoing criteria.

(D) The Club recognizes that unique and special circumstances may exist that may not be specifically or adequately addressed by the above. The Board of Trustees should be consulted for such

circumstances and the Board of Trustees shall have full, exclusive, and final power to establish the membership class based on the facts and circumstances presented.

II. Inactive Membership (sabbatical): Inactive Memberships may be granted only to Active Members who have paid the full Initiation Fee at or before the time a request for Inactive Membership is made. An Active Member may transition to the Inactive Membership class by submitting a written request to the Board of Trustees for Inactive Membership consideration. Upon approval by the Board of Trustees, the requesting Active Member is received into Inactive Membership and subject to the provisions of this Article, including extensions, terminations and reinstatements of Inactive Memberships. Inactive members may be required to pay a non-refundable fee to maintain Inactive Membership which fee shall be determined by the Board of Trustees.

Section 2. “APPLICATIONS”. Applications for membership shall be in writing on forms prescribed by the Board of Trustees and upon recommendation of the Membership Committee, shall be acted upon by the Board of Trustees, whose proceedings shall be confidential. Applications to change from one class of membership to another shall be submitted in writing and be acted upon by the Board of Trustees.

Section 3. “ACCEPTANCE AND FEES”. Each of the Members accepted into membership, as a condition of membership, shall be required to pay a non-refundable Initiation Fee and Annual Dues as fixed by the Board of Trustees.

The Initiation Fee and Annual Dues shall be set annually by the Board of Trustees and shall be posted in Club, the Club Rule, or the Club website.

A two-thirds majority approval vote of the Board of Trustees is required for acceptance into membership.

Section 4. “SUSPENSION”. The Board of Trustees shall have power by a two-thirds majority vote of a quorum to suspend a Member or any resident of a Member’s household. The President, or Member of the Executive Committee, shall have power to suspend any Member or any resident of a Member’s household from the privileges of the Club until the next meeting of the Board of Trustees for conduct

in gross or repeated violation of Club Rules, conduct unbecoming a gentleman or lady, or conduct prejudicial to the good order or interest of the Corporation. A suspended Member shall not be entitled to any of the benefits of membership during the period of suspension. A suspension may be dissolved by the Board of Trustees by a two-thirds majority vote of a quorum. A suspended membership shall be terminated or the suspension dissolved within one year after the suspension.

Section 5.

“TRANSFER OF MEMBERSHIP”. Memberships are not transferrable.

Section 6.

“TERMINATION”.

(A) **Resignation:** The membership of any Member shall terminate upon receipt of a written notice to the Board of Trustees of voluntary withdrawal or resignation from such Member and upon payment of all accrued dues and fees.

(B) **Expulsion:** The Board of Trustees may terminate the membership of any member for conduct which it deems not to be in the best interest of the Corporation. Such decision shall be made by a two-thirds majority vote of a quorum, following written notice to such member at his/her address on the Corporation’s records that such action has been proposed, and an opportunity for him/her to be heard by the Board of Trustees.

(C) **Termination of Inactive Membership:** The membership of an Inactive Member shall automatically terminate on May 1st of the year after he/she becomes an Inactive Member or at the end of any extension of his/her Inactive Membership, unless, before the time for such termination, notice is received by an Officer or Trustee or statutory agent of the Corporation from such Inactive Member indicating that he/she chooses to return to Active Membership status, along with payment of applicable Membership Dues. Inactive Membership status may be extended upon request of the Inactive Member and approval by the Board of Trustees, in its sole discretion.

(D) **Divorce:** In the case of divorce or legal separation, the membership shall devolve upon the “spouse” (as defined in Article XVI) designated by

both “spouses” or by due legal proceedings. The “spouse” whose membership is excluded in the divorce or legal separation may request an individual membership status to the Board of Trustees in writing. Individual Membership dues will be assessed with the Initiation Fee waived. If, however, the individual remarries, the Initiation Fee, as fixed by the Board of Trustees, will be assessed and must be paid at the beginning of the Club season.

(E) Effects of Termination: All privileges shall cease with termination of membership. Financial obligations to the Corporation shall survive termination of membership. No member shall be entitled to refund of Initiation Fee or Annual Dues upon termination.

Section 7.

“LIMITATION OF MEMBERSHIP”. Each class of membership shall be limited to such number as the Board of Trustees may fix from time-to-time.

Section 8.

“PRIVILEGES OF MEMBERSHIP AND USE OF CLUB FACILITIES”. Members are entitled to the following privileges and Club uses:

(A) Active Family and Individual Memberships: Upon payment of the Initiation Fee and Annual Dues as fixed by the Board of Trustees, Active Family and Individual Members shall be entitled to all privileges and rights of members including use of Club facilities and voting rights and participation in Corporate affairs. One vote per membership is permitted.

(B) Inactive Memberships: Inactive Members shall be entitled only to attend membership meetings. Inactive Members shall not be entitled to vote or hold office, nor to any distribution upon dissolution of the Corporation.

Section 9.

“REINSTATEMENTS”. A member who has resigned, regardless of reason, or who has been suspended or expelled or whose membership has been forfeited, or who is an Inactive Member, may, upon written application to the Board of Trustees, and two-thirds majority approval of the Board of Trustees, be reinstated upon the same terms and conditions as any original applicant for membership except that Initiation Fees, once paid in full, may be waived. In its discretion, the Board of Trustees, may impose a reinstatement fee and may waive

payment of such member's arrearages in their financial obligations to the Club, or any part thereof. Reinstatement of a member may be made without regard to the number of members in the member's class of membership, but such reinstated member shall be changed to the first opening occurring in said class of membership.

Section 10. "GUEST FEES". Guest Fees, if any, and method of payment thereof, shall be fixed by the Board of Trustees and posted in the Club, Club Rules, and/or the Club website.

Section 11. "ACTIVITY FEES". Activity Fees, if any, including but not limited to swimming, tennis and other social activities, and method of payment thereof, shall be fixed by the Board of Trustees and posted in the Club, Club Rules, and/or the Club website.

Section 12. "ASSESSMENT FEES". Expenditures for the Club which exceed the funds available for such expenditures in any given year may be funded through a capital assessment of the Membership. Approval by the Membership of a capital assessment shall be in the manner as provided in Article VIII of these Bylaws.

Upon approval of such proposed capital expenditures, a capital assessment may be made upon each Member in the amount equal to the total expenditure divided by the total number of Memberships.

Section 13. "DELINQUENTS". When the dues or other indebtedness of a Member shall remain unpaid for more than one (1) month, the Treasurer shall call such delinquency to the attention of the Board of Trustees. In case the delinquent Member fails to pay such indebtedness within a reasonable period of time, (such period to be determined by the Board of Trustees in its sole discretion) after the delinquency is called to the attention of the Board of Trustees, the Board of Trustees may determine that the delinquent Member's membership has been forfeited and such a Member's club privileges have been terminated.

ARTICLE XII.

Amendments

On the recommendation of the Board of Trustees, these By-Laws may be amended, repealed or altered in whole or in part, by two-thirds (2/3rds) affirmative vote of the Members represented at any scheduled meeting provided that a written notice of the proposed changes shall have been mailed or emailed or otherwise sent to the entire membership at least ten (10) days prior to the date of the meeting.

ARTICLE XIII.

Dissolution

Section 1.

Dissolution of the Association shall be made effective by a three-fourths (3/4ths) affirmative vote of all Members who shall vote therefore at a Special Meeting held for that purpose. Such notices shall be served by person or registered mail to each Member not less than ten (10) nor more than thirty (30) days before the meeting.

Section 2.

Upon dissolution the assets of the Association shall be liquidated as promptly as practicable by the Board of Trustees. After all existing liabilities and obligations, including the expenses of liquidation and discharge, any assets remaining shall be distributed to The Ruth Lyons Children's Christmas Fund per Articles of Incorporation of Clinton Hills Swim Clubs, Inc.

ARTICLE XIV.

Review

Section 1.

These By-Laws shall be reviewed at least every five (5) years by the Board of Trustees in order to insure accuracy.

Section 2.

Review shall be by the Board of Trustees or by a Committee selected by the Board of Trustees.