

## **ARTICLE I - ORGANIZATION OF THE CLUB**

- A. This organization shall be known by name as The Poland Swimming Club.  
(Hereafter named the Club)

### **1. Membership Class**

The Club shall have only one class of membership designated: Family Membership. This shall include the named holder thereof, Spouse and Dependent Children or children under 21 years of age. It does not include married children, self-supporting children over 21 years of age, or children not living in the members' household unless attending college or graduate school.

#### **\*Amendment**

“The Club shall have two classes of membership designated: Family Membership and Senior Membership. The Family Membership shall include ... school. In addition, the Senior Membership shall include those members, stock holder and spouse, who are sixty (60) years or older and have been members of the Club for thirty (30) years or longer.”(February 2000)

#### **\*Amendment**

The Club Manager, the Head Swim Team Coach, and the Head Tennis Coach may, at the discretion of the Board, be offered an Honorary Club Membership at the time of employment. The Honorary Club Membership entitles the Club Manager, the Head Swim Team Coach, the Head Tennis Coach, and his/her spouse and children up to the age of 21, to all benefits of Club Membership excluding stock ownership and voting privileges. The Honorary Club Membership is offered at no cost to the above said employees, but all participation fees must be paid by the employee. The honorary Club Membership can be rescinded by the Board, by majority vote, at anytime and becomes void should the employee be terminated. (February 2006)

### **2. Membership Limitation**

The total number of memberships shall at no time exceed 375 in number.  
No member shall own more than one (1) membership certificate.

#### **\*Amendment**

The total number of Family Memberships shall at no time, exceed 375 in number.  
The total number of Senior Memberships shall at no time, exceed 25 in number.  
(February 2000)

### **3. Admittance to Membership**

To become a member a person shall:

- (a) Receive the recommendation of the Membership Committee and be approved by 2/3 vote of all the Trustees present by ballot.

- (b) Purchase a membership certificate. The face value may be increased in future years by action of the Board of Trustees following capital improvement assessments.
- (c) Pay the current entrance fee and the annual dues established by the Board of Trustees and ratified by the membership.

**\* Amendment**

Members who have voluntarily terminated their membership and rejoin the swim club within two (2) years from the anniversary of their membership termination date will pay a reduced membership entrance fee in the amount of \$250.00 in lieu of the full entrance fee. Members rejoining after the two (2) year anniversary of termination shall be subject to the current entrance fee. For purposes of determining the applicability of the reduced entrance fee, the two (2) year period shall run from the date the club receives notice of termination. (November 2005)

#### **4. Membership Certificates**

Membership Certificates shall be transferable; however, all transfers of membership certificates must be approved by the Board, submitted to the membership chairman for cancellation before the issuance of a new certificate of membership. The applicant for membership must satisfy the requirements for admission contained in Article I, Section A3.

Membership certificates shall become null and void upon the date that the holder ceases to be member for any cause (but may be transferred subject to these by-laws within one year after such date).

**\*Amendment**

Any intention to transfer a Family Membership to a Senior Membership is the responsibility of the member and shall be put in writing to the attention of the Membership Chairman. At such time the Senior Memberships reach the twenty-five (25)-member limit, the Membership Chairman shall maintain a waiting list of those persons wishing to transfer from a Family Membership to a Senior Membership. Those memberships will then be transferred, as they become available, to those on the waiting list. A Senior Membership Certificate shall be designated by the member's original membership number followed by "S" (e.g. 194S). (February 2000)

**\*Amendment**

In the event of divorce, annulment or dissolution by a holder designated as husband and wife, the Club shall be notified immediately in writing of which person shall be the holder of the membership. (May 2005)

#### **5. Assessment Limitation**

No assessment shall be levied against any member of the Club except upon a uniform basis, and only if approved by a 2/3 majority vote of the members in good standing, present in person or represented by proxy, at any meeting of the Club, provided that five (5) days notice of the proposed amount of such assessment has been given. The reason for the assessment shall be given by mail to each member.

## **B. Board of Trustees**

### **1. Board Powers**

The corporate powers, property and affairs of the Club, subject to the Limitations contained in the Revised Code of Ohio, the Articles and these by-laws, shall be exercised, controlled and conducted by a Board of Trustees, twelve in number; consisting of members of the Club who are in good standing.

### **2. Election to the Board**

Four Trustees shall be elected each year to a three (3) year term or until a successor shall have been chosen.

### **3. Vacancies on the Board**

Should any vacancy in membership of the Board occur; such vacancy shall be filled by a majority vote of the remaining Board members until the next annual meeting.

### **4. Removal of Board Members**

Any member of the Board of Trustees may be removed from office by a majority vote of the members present in person or represented by proxy at either an annual meeting or a special meeting called in accordance with these by-laws.

### **5. Committees of the Board**

The Standing Committees shall be Executive, Pool and Grounds, Membership, Finance, Program, Rules, and Personnel.

The duties and powers assigned in these by-laws to the standing committee shall be subject to the authority of the Board of Trustees.

#### **(a) Executive Committee**

The Officers shall constitute an Executive Committee who shall have sole charge of the management of the Club in the interim between the meetings of Trustees, with power generally to discharge the duties of the Board of Trustees, but not to incur debts except for current expenses, unless specifically authorized. The Executive Committee shall at times act under the direction and control of the Board of Trustees and shall report their acts to the monthly meetings of the Trustees. The report will become a part of the records of the Club.

#### **(b) Pool and Grounds Committee**

The Pool and Grounds Committee shall exercise supervision over the Pool and Grounds; shall attend to the improvement and maintenance of the Pool, Buildings, Operating Equipment and Grounds; shall have authority thereover; and in conjunction with the Rules Committee, shall enforce Club rules and regulations.

**(c) Membership Committee**

The Membership Committee, in accordance with Article I shall investigate and report to the Board of Trustees upon the desirability of applicants for membership.

**(d) Finance Committee**

The Finance Committee shall prepare the annual budget for submission to and approval by, the Board of Trustees and shall exercise general supervision over the financial transactions of the Club.

**(e) Program Committees**

The Program Committees (i.e., tennis, aquatics, social and snack bar) shall provide for the instruction and entertainment in the various areas of activities and exercise supervision over the same.

**(f) Policy Committee**

The Policy Committee shall prepare rules of health and good conduct in connection with the operation of the pool and shall, in conjunction with Pool and Grounds Committee, see that the rules and regulations of the Club are enforced.

**(g) Personnel Committee**

The Personnel Committee shall assist in the selection and employment of all personnel for the general operation of the Club.

**C. Officers**

The Officers of the Club shall be a President; a Vice-President of Personnel; a Vice-President of Pool and Grounds; a Secretary, and a Treasurer.

The President, Vice-Presidents, Secretary, and Treasurer shall be elected annually by the Board of Trustees from among its members and shall hold office until the end of the first meeting of the Board of Trustees following the annual meeting of the Club.

**1. Duties of the Office of the President**

The President shall preside at the meetings of the Club and of the Board of Trustees. The President shall be the administrative officer of the Club. The President shall appoint, subject to confirmation by the Board of

Trustees, all Standing Committees, designating the chairman thereof, and all special committees as may be directed. The President shall be, ex-officio, a member of all committees.

**2. Duties of the Office of Vice-President Personnel**

The Vice-President shall in the absence or disability of the President, assume the President's duties. Under the direction of the President, the Vice-President will be responsible for the selection and employment of all personnel for the general operation of the Club. The Vice-President shall be, ex-officio, a member of all committees.

**3. Duties of the Office of Vice-President Pool and Grounds**

The Vice-President of Pool and Grounds, in the absence or disability of the President and Vice-President Personnel, shall act for the President. The Vice-President under the direction of the President shall attend to the operation and maintenance of the physical plant and properties of the Club and shall be chairman of the Pool and Grounds Committee.

**4. Duties of the Office of Secretary**

The Secretary shall be responsible for keeping the minutes of each meeting of the Club, have charge of the membership roster, supervise the transfer of membership certificates, send out notices of the meetings of the Club and of the Board of Trustees and attend to the correspondence pertaining to said office. The Secretary shall perform such other duties pertaining to said office as may be asked by the Board of Trustees.

**5. Duties of the Office of Treasurer**

The Treasurer shall attend to keeping the accounts of the Club, collecting its revenues and paying bills as approved by the Board of Trustees or any other agency authorized by the Board to incur them. The Treasurer shall deposit funds of the Club received by said person in the name of the Club in such depository as may be designated by the Board. The Treasurer shall perform such other duties pertaining to said office as may be asked by the Board. The Treasurer shall be bonded.

**ARTICLE II - OPERATION OF THE CLUB**

**A. Meetings and Procedures**

**1. Annual Meetings**

The annual meeting of the Club will be held each year in November at such time and place as the Board of Trustees determines.

The annual meeting shall be for the purpose of electing Trustees, presenting committee reports, and for the transaction of such other

business as may be indicated in the notice or any other business that may be brought before the Board.

Notice of the annual meeting shall be given by mail to the members at least five (5) days prior thereto. The notice of the annual meeting shall include the names of candidates for the Board of Trustees nominated by the Nominating Committee.

Independent nominations may be made from the floor.

## **2. Special Meetings**

Special meetings of the Club may be called by the Board of Trustees. Upon the written request of ten members to the Secretary stating the reason, a special meeting shall be called by the Secretary within thirty (30) days. Also, upon the request of a majority of the members in actual attendance at any meeting of the Club, a special meeting shall be called by the Secretary within thirty (30) days. Five (5) days notice of any special meeting shall be given by mail to all members. The notice shall state the purpose for which the special meeting is called, and no other business shall be transacted thereof.

## **3. Voting Privileges at Meetings**

Only the holder of a membership certificate in good standing, or his spouse, shall be entitled to vote at meetings of the Club, Proxies must be written, filed with the Secretary before voted, and can be voted only by another member. Voting may be via voice, but ten (10) members, including those represented by Proxy shall have the right to demand voting by roll call.

Twenty percent (20%) of the members in good standing at the time of the meeting shall constitute a quorum at all Club meetings.

## **4. Notice to Members**

Whenever in these By-Laws, notice to members is required, the mailing of such notices to the last known address of each member shall constitute notice.

# **B. Members Rights, Obligations and Limitations**

## **1. Right to Use Facilities**

All members, their spouse, and children living at home or at college, under the age of 21 and not self-supporting, shall have the right to the use of swimming, tennis and all other facilities of the Club on an equal and shared basis. Constraints on usage shall only be established by the Board of Trustees to protect the safety of members and guests; to facilitate sharing in equal parts among members; or to enable the Club to operate in an efficient, safe and legal manner.

## **2. Voting Rights at Annual Meeting**

Consistent with Article II, Section A-3, all members will have equal voting rights at all annual or special meetings of the membership.

### **3. Annual Dues and Charges**

Dues shall be sufficient to provide for the necessary running expenses of the Club and the proper maintenance and incidental improvement of its property. Such dues shall be payable by May 15<sup>th</sup> of each year.

No dues or part thereof shall be refunded in the event that pool operations or tennis properties are required to be suspended for any period.

Any member failing to pay dues or indebtedness before opening day shall be notified by the Treasurer of a late fee assessment. The member's name shall then be posted in a conspicuous place on the premises, and said person, family or guests shall no longer be entitled to use of the facilities until such membership obligation has been satisfied.

The Board of Trustees, at its first meeting after the Annual Meeting of the members and at each such meeting thereafter, shall establish dues for the ensuing year, and from time to time shall establish the amount of the entrance fee.

#### **\*Amendment**

If the dues, including any late fees assessments, are not paid by July 1st, the member's stock certificate is automatically cancelled, and such member will be reimbursed, within a reasonable period, their stock purchase price, less prorated dues.

#### **\*Amendment**

Annual dues charged to a member holding a Senior Membership shall be fifty percent (50%) the rate of the Family Membership. (February 2000)

### **4. Observance of Rules**

All members of the Club shall be subject to the Club rules and regulations which shall be available at all times in the office and shall be published from time to time by the Board.

No intoxicating liquor shall be brought on the Club grounds.

#### **\*Amendment**

During board-approved Adult functions Alcoholic beverages may be brought onto club property and consumed by Adult members and guests. Such beverages may not be sold by the club and will be for the personal use of the Adult members and guests only. (May 1993)

The Board of Trustees may delegate to the chairman of the Pool and Grounds Committee or to a responsible employee of the Club, the power to suspend privileges for the violation of Club rules and regulations provided such suspension does not exceed seven (7) days. A written report of such suspension containing reasons thereof, shall be submitted to the President within twenty-four (24) hours.

## **5. Suspension, Withdrawal of Members**

Any member, after having been given an opportunity for a hearing before the Board of Trustees, may be suspended for a period not to exceed three (3) months by either a two-thirds vote of the entire Board, or expelled by a three-fourths vote of the entire Board. Cause for suspension or expulsion shall, in general, consist of violation of these By-Laws or of the rules of the Club.

Any member of the Club may withdraw from the Club at any time subject to the provisions of the following paragraphs of this section, and there shall be no refund of the entrance fee or the current year's dues.

## **6. Withdrawal**

Upon cessation of membership for any cause, all indebtedness owed to the Club by the member shall be a lien upon and charged against the membership certificate. The membership certificate may be reclaimed by the Club to satisfy such indebtedness.

In the event of the Club being unable to obtain possession of the membership certificate, it may be cancelled on the books of the Club. A new membership certificate will then be issued to an approved applicant upon payment to the Club of the current value of said certificate. In case of the enforcement of a lien, as above herein provided, neither the signature of the holder nor the delivery of the membership certificate shall be a requisite to complete the transfer to the Club.

The Treasurer of the Club is hereby authorized, as the attorney of the holder of such membership certificate, to make the transfer. Every membership certificate issued is expressly subject to the provisions of this section, shall contain a notation to that effect, and shall contain the further notation that it shall be subject to any such indebtedness in the hands of a transferee.

Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their family and guests to whom the privileges of the Club shall have been extended.

All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State, and other Governmental bodies or agencies.

### **\* Amendment**

Upon termination of any membership for any reason including, but not limited to, resignation, forfeiture or expulsion, the Club may resell such terminated membership certificate at the current face value as the same may be established from time to time by the Board of Trustees. The proceeds of such sale shall be applied first to any indebtedness owed to the Club by such terminated member, including, but not limited to, any reasonable expenses of such sale. The remaining balance, if any, shall be paid to the terminated member within thirty (30) days of the sale of the membership certificate. Membership certificates will be resold in the order received by the membership chairperson. The termination of membership shall be effective immediately upon notice received by the

membership chairperson or member, as the case may be. The member shall thereafter have no privileges of ownership. (November 2006)

## **7. Guests**

The Board of Trustees shall publish rules, fix terms and conditions upon which guests may use the facilities of the Club. All such guests are subject to the same limitations on use or abuse of facilities and are subject to expulsion for non-observance of Club rules. The Board, at its discretion, may extend the privileges of the Club to any person or persons.

## **8. Damage to Club Property**

Any property of the Club broken or damaged due to the fault or negligence of a member or his guest shall be promptly paid for by such member.

No person shall take any article belonging to the Club.

## **C. Duties of the Board of Trustees**

The primary duty of the Board of Trustees is to operate and maintain the recreational facilities, so that the members are provided with an available and enjoyable Club, and a valuable and attractive facility.

### **1. Meetings**

The Board of Trustees shall conduct a joint board meeting within ninety (90) days following the Annual Meeting.

The Board of Trustees may, by resolution, establish from time to time a schedule of its meetings and rules of conduct thereof.

Special meetings of The Board of Trustees may be called by the President, or shall be called by the Secretary upon the request of two Board Members.

Notice of the regular monthly and special Board meetings shall be mailed to each member of the Board at least five (5) days before the date of the meeting.

The Board of Trustees shall meet at least once a month during March, April, May, June, July, August and September and at such other times as may be deemed necessary.

Seven (7) members of the Board shall constitute a quorum, and a majority vote of those present shall be sufficient to take action on regular club business.

### **2. Normal Business**

Consistent with these By-Laws the Board of Trustees shall:

Transact all corporate business and make and amend rules for the regulation of the use of corporate property. It will appoint and remove such officers, employees and supplying agents as it may deem necessary

and may fix their duties and compensations. Act upon membership applications as set-forth in Article I, Section A-3.

Fix, impose, and remit penalties for violations of these By-Laws and Rules of the Club. Elect from the Board of Trustees, a President, a Vice-President of Pool and Grounds, a Vice President of Personnel, a Secretary, and a Treasurer, all of whom will serve without compensation.

Constitute and appoint committees and define the powers and duties of same.

### **3. Voting**

In the event a question before the Board of Trustees results in a tie vote which cannot be resolved, the question shall then be submitted to the members for decision.

### **4. Pledging Credit**

Nothing in these By-Laws shall be construed to permit the Board of Trustees to borrow or pledge credit of the Club without specific approval of the members at a duly held meeting.

### **5. Removal**

Any member of the Board of Trustees may be removed from office by a majority vote of the members present in person or represented by proxy at either an annual meeting or special meeting in accordance with these By-Laws.

### **6. Banks**

The Board of Trustees shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed. The Board of Trustees shall always require that at least two officers sign all such checks, drafts, or other instruments for the payment of money in the name of the Club.

### **7. Audit**

The Board of Trustees shall cause the books of the Club to be audited annually, prior to the Annual meeting, by auditors selected by the Trustees, who shall neither be Trustees nor officers of the Club.

The report of the auditors shall be available to the members at all times and mailed to the members with the notice of the Annual Meeting.

### **8. Capital Improvements**

It is the continuing duty of the Board to recognize, investigate and recommend, when necessary and feasible, capital improvements to the Club facilities. All major facility capital improvements (in excess of \$25,000) shall be presented to the membership for approval prior to commitment of funds.

## **9. Indemnification**

Each person who acts as a Trustee or Officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Trustee or Officer of the Club, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding, to have been guilty of gross negligence or willful misconduct in the performance of his duties.

The right of indemnification provided herein shall inure to each Trustee and Officer referred to in preceding paragraph, whether or not he is a Trustee or Officer at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his legal representatives.

## **10. Interpretation of By-Laws**

Any question as to the proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Trustees.

# **ARTICLE III - CHANGES TO THE CLUB**

## **A. Standing Rules**

The Standing Rules of the Club shall be examined annually by the Board of Trustees. Any changes or corrections shall be noted and new rules shall be published from time to time as necessary. Current standing rules shall be made available to all members by posting a copy in the Club Office.

## **B. By-Law Changes**

Proposal of amendments to By-Laws will be made by members or By-Laws Committee and must be submitted to the Secretary not less than 20 days before any meeting of the Board of Trustees. If approved, the proposal shall be submitted to the general membership by mailed ballot. Ballots must be returned to the Secretary within ten (10) days of the mailing. If at least 20% of the general membership vote and two thirds of those voting approve the proposal, it shall become effective immediately.

## **C. Capital Improvements**

1. The definition of capital improvements shall include all substantial additions or changes to Club properties. In general, this would include real estate or construction expenditures in excess of \$25,000, but would exclude maintenance, repair or minor improvements to existing structure.

Any sale of Club real estate or buildings shall also be specifically covered by this Section.

## **2. Identification**

The Board of Trustees is responsible to identify, investigate and recommend capital improvements to the membership.

## **3. Financing**

All proposals for capital improvements shall indicate the proposed method of financing including assessments, debt and debt service charges to be covered by member's dues. All capital improvements, as defined above, shall require membership approval prior to commitment of funds.

## **4. Approval**

No debt shall be incurred by the Board of Trustees except as approved herein or as may be required to maintain availability of Club facilities between duly held annual meetings.

## **D. Dissolution of Club**

In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Club, the assets of the Club, including the proceeds from the sale of Club property, shall be applied as follows:

- 1.** To the payment of Club liabilities and outstanding accounts payable.
- 2.** To the redemption of the outstanding membership certificates held by members then in good standing on the Club Roster, subject to the offset of all debts, dues or other obligations owed to the Club by the member.
- 3.** The application of Club assets (after satisfaction of above) shall be:
  - (a)** applied in equal amounts to the redemption of membership certificates
  - (b)** the surplus, if any, after redemption of membership certificates at their face value, shall be divided equally among all members in good standing on the Club Roster.