

RECORD
OF
PROCEEDINGS
AND
BYLAWS

OF

**OAK HILLS SWIM AND RACQUET CLUB, INC.
CINCINNATI, OHIO**

Original November 28, 1958

Revised June 30, 2005

 , 2014

2014 Revised Bylaws - DRAFT

CODE OF REGULATIONS
OF
OAK HILLS SWIM AND RACQUET CLUB, INC.

Revised XXXXXXXXXX, 2014

ARTICLE 1 - Trustees

Section 1. - Number

The Board of Trustees shall consist of eleven (11) members, none of whom shall be within the same household or be listed under the same membership.

Section 2. - Election

The Board of Trustees shall consist of eleven (11) trustees elected by the general membership.

In order to maintain the eleven member Board of Trustees, Trustees shall be staggered to ensure only three or four Trustees are elected each year. The Board of Trustees with two thirds vote can allow the President to remain one additional year.

At each annual meeting beginning in 2005, sufficient trustees shall be elected to fill the vacancies created by the expiration of the terms of retiring trustees. The trustees so elected shall serve for a term of three (3) years, or until their successors are elected and qualified. If sufficient Trustees are not elected a trustee may remain on the Board at their sole discretion.

Section 3. - Meetings

The Board of Trustees shall meet immediately following the Annual Meeting of the corporation and at such other times as may be fixed by the Board.

Special meetings of the Board may be called by the President, and shall be called by the President at the written request of six (6) members of the Board.

Six (6) members shall constitute a quorum of the Board of Trustees at all meetings thereof.

Section 4. - Vacancies

When an office of trustees becomes vacant, the Board of Trustees shall have the power to fill the same for the unexpired term. Resignations shall not become effective unless in writing and accepted by the Board.

Section 5. - Removal

Any member of the Board of Trustees who shall cease to be a member of the corporation shall automatically cease to be a trustee.

Section 6. - Powers

All the powers, properties, privileges, affairs, funds, management and control of the corporation shall be vested in and entrusted to the Board of Trustees except where specifically limited by law or by these Regulations.

ARTICLE II - Officers

Section 1. - Officers

The corporation shall have a President, a Vice President, a Secretary, and a Treasurer, who shall be members of the Board of Trustees and who shall be elected by the Board of Trustees at their meeting to be held immediately following the Annual Meeting of the corporation.

Section 2. - Duties of President

The President shall preside at all meetings of the corporation and of the Board of Trustees, at all of which meetings he/she shall be entitled to vote; he/she shall be ex-officio a member of all committees and shall generally perform all the duties usually incident to the office of President.

Section 3. - Vice President

The Vice President, in the event of the temporary absence, resignation or removal of the President, shall perform the duties of the President.

Section 4. - Secretary

The Secretary shall give all notices; keep all records, books, papers and documents.

Section 5. - Treasurer

The Treasurer shall receive all funds, deposit same in bank as designated by the Board of Trustees in the name of the corporation and shall disburse same under the direction of the Board of Trustees. He/she shall keep the accounts, preserve all account books, render at each meeting a current statement of accounts, and at the close of the fiscal year, he/she shall render a financial statement for the preceding year. He/she shall give a bond in a surety company and in an amount approved by the Board, the premiums to be paid by the corporation, and he/she shall perform generally all the duties usually incident to the office. Furthermore, in the event of temporary absence, resignation, or removal of the President and Vice President shall perform the duties of the President.

Section 6. - Other

The remaining Trustees shall be granted duties and powers assigned by the President.

Section 7. - Removal

Any Trustee may be removed by a vote of two-thirds (2/3) of the Board of Trustees.

ARTICLE III - Membership

Section 1. - Classification

Membership may be of more than one class and limited to 300 families as restricted in the Deed Book 3029, page 22 (see Exhibit A). For the purpose of this section, a family living in a single household shall be counted as one member. A family may include parents, and unmarried sons and daughters occupying the same household under the age of 25 and/or actively enrolled in graduate school.

The Board of Trustees may, from time to time and depending on the membership enrollment levels and financial status of the corporation, provide alternative membership types at corresponding initiation and annual rates. The creation of each new membership classification must be approved by a majority of voting members.

The privileges of the corporation shall be extended to those individuals listed under each membership as recorded in the official membership log. Persons twenty-one years of age or older, married or single may apply for and be accepted to membership.

Section 2. - Residency

Membership shall be limited to residents of Hamilton County, Ohio.

Section 3. - Applications

The process for membership shall be approved by the Board of Trustees, in accordance with its rules. However, from time to time the process may be altered as recommended by the Membership Committee. The Membership Committee shall present all applications for membership to the Board of Trustees for consideration. All proceedings for each application shall remain confidential and the vote shall be by written secret ballot. Any application receiving two (2) no votes shall be denied memberships.

Section 4. - Suspension and Exclusion

The Board of Trustees shall have power by two-thirds vote to suspend or expel a member. The President of the Board of Trustees shall have power to suspend any member from the privileges of the corporation until the next meeting of the Board of Trustees for conduct unbecoming gentle people or prejudicial to the good order or interest of the corporation. The conduct of the member's family and guests will be deemed to be the conduct of the member for the purpose of this section.

Section 5. - Resignation

All resignations must be made in writing and shall not be accepted until all arrearages are paid.

Section 6. - Leave of Absence

A leave of absence must be made in writing and shall not be accepted until all arrearages are paid. The Board of Trustees may grant a leave of absence by two thirds vote of the Board of Trustees. Leave of absence can be granted for, but not limited to, temporary departure from Hamilton County (fifty miles or greater) or hardship.

Section 7. - Payment and Terms

All membership dues must be paid in full by the date assigned by the Board of Trustees. If dues are unpaid, by the assigned date, membership will be forfeited.

ARTICLE IV - Membership

Section 1. - Annual Meeting

The Annual Meeting of the membership shall be held at a time and place to be designated by the Board of Trustees.

Section 2. - Special Meetings

Special Meetings of the membership may be called by the President and shall be called upon the written request of 33% of the members.

Section 3. - Notice

Notice of the time, place and subject of any special meeting shall be communicated to each family by the Secretary at least five (5) days prior to the date of such special meeting. Notice of the date and place of the annual meeting shall be communicated at least 4 weeks prior to the date of the annual meeting.

Section 4. - Quorum

Members present in person shall constitute a quorum at all meetings of the corporation, except as otherwise provided by law.

Section 5. - Fiscal Year

The fiscal year shall begin the first day of November and continue for the ensuing year from that day.

ARTICLE V - Nomination and Election

Section 1. - Nominating Committee

At least 4 weeks prior to the Annual Meeting of the corporation, the President shall appoint a nominating committee of three sitting members of the Board of Trustees, whose duty it shall be to nominate for trustees a sufficient number of persons, who are members of the corporation, to fill the vacant positions occurring in that year but in no event shall more than eight (8) persons be so nominated. This committee shall give written notice to the President of persons nominated, and the same shall be communicated to the membership as provided for in Article IV Section 3.

Section 2. - Additional Nominations

After such nominations have been communicated, twenty-five (25%) per cent of the members may make additional nominations in writing, (not less than 10 (days) before the date of the annual meeting) which shall be immediately communicated to the membership.

Section 3. - Committee of Judges

After such nominations have been communicated, the President shall appoint a committee of three (3) judges, who are not members of the Board of Trustees or candidates for election of members of the nominating committee, to have supervision of the election until the result has been ascertained. The Committee of Judges shall notify each trustee in writing of his/her election. The Board of Trustees shall prepare official ballots, upon which shall appear all names of persons nominated for trustees and any other matters to be voted on by the members. All elections shall be by secret ballot. The Board of Trustees may allow voting over a several day period; however ballots are only counted after the election process held at the Annual Meeting. Ballots shall remain secret and secured by the one of the judges on the nominating committee.

Section 4. - Voting

No voting by proxy shall be allowed at any election of trustees; no cumulative voting shall be permitted, and each family shall receive only one ballot. A plurality of votes cast shall be sufficient to elect and in case of a tie, the judges shall decide the election by lot.

ARTICLE VI - Committees

Section 1. - Appointment

The President shall appoint the members any committees which the Board may from time to time establish, such appointments to be made with the consent of the Board.

ARTICLE VII - Membership, Dues and Indebtedness

Section 1. - Membership Book

The corporation will have no stock or stockholders but each member will be entitled to exercise all the rights of a member of an Ohio corporation not for profit.

A membership book containing the name and address of each member and date of admission shall be kept by the Board of Trustees.

Section 2. - Initiation Fee

Initiation fees of memberships shall be fixed by the Board of Trustees. For the purposes of this section, a family shall be considered as one member.

Section 3. - Dues

The annual dues of members shall be fixed by the Board of Trustees, but in no event will be greater than is necessary to operate the corporation on a sound financial basis. For the purposes of this section, family shall be considered as one member.

Section 4. - Delinquents

When the dues or other indebtedness of a family shall remain unpaid, for more than one month, the Board of Trustees may refuse the use of the facilities of the corporation to such delinquent family until such indebtedness is paid. 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 their sole discretion) his or her membership may be forfeited by a vote of two-thirds (2/3) of the Board of Trustees.

ARTICLE VIII - Visitors

Section 1. - Power of Board

The Board of Trustees shall have the power to establish rules governing admittance of visitors and extension of privileges of the facilities of the corporation consistent with the best interests of the corporation.

Section 2. - Responsibility

In the event visitors are admitted to the facilities of the corporation, the member introducing a visitor shall be held responsible for all his/her financial obligations to the corporation as well as his/her conduct on the premises.

ARTICLE IX - Organic Regulations

Section 1. - Prohibited Activities

The facilities of the corporation shall not be used for political purposes nor shall any subscription paper for private purposes be circulated or any article exhibited for sale at the premises, except by the corporation itself.

A copy of the original deed is attached as Schedule A

2014 Revised Bylaws - DRAFT