

AMENDED CODE OF REGULATIONS OF
THE TERRACE PARK SWIMMING CLUB, INC.

ARTICLE I. GOVERNMENT

Section 1.

The Terrace Park Swimming Club, Inc. (hereinafter called the Club), shall be managed by a Board of Trustees of no less than five (5) and no more than nine (9) in number.

Section 2.

The Board of Trustees shall be elected at the Annual Meeting of Members and will serve for a term of three (3) years.

Section 3.

Any members of the Board of Trustees who shall cease to hold Active Membership in the club automatically shall cease to be a member of the Board of Trustees.

Section 4. In the event of a waiting list of prospective members due to the membership under Section IV(12) being full, residents of Terrace Park shall take priority over nonresidents.

ARTICLE II. BOARD OF TRUSTEES

Section 1.

Consistent with these regulations and not contrary to law, the Board of Trustees shall have the power to adopt appropriate rules and regulations, elect members and officers, handle funds, and take any such action as may be necessary to govern the operation of the Club's facilities and assets. Unless otherwise stated, Board decisions shall be determined by majority vote of those present at a regularly called, special meeting, or electronic meeting of the Board.

Section 2.

The Board of Trustees shall make an annual written report.

Section 3.

The Board of Trustees shall not incur obligations by note, bond, mortgage or pledge of any kind in an aggregate amount in excess of forty-five thousand (\$45,000.00) without the express approval of a majority of all the voting members who may vote in person or by proxy.

Section 4.

The Board may from time to time establish committees consisting of members to consider particular issues or projects. The Board of Trustees may fill any vacancy in the membership of the Board to serve until the next Annual Meeting of Members.

Section 5.

Any member of the Board of Trustees may be removed from office by a majority vote of the membership present or by proxy at either the Annual Meeting of Members or a Special Meeting called in accordance with these regulations.

ARTICLE III. OFFICERS

Section 1.

The officers of the Club shall serve without compensation and shall be elected by and be members of the Board of Trustees. The officers shall be President, Vice President-Treasurer, Vice President-Pool and Grounds, Secretary and other such officers deemed necessary by the Board of Trustees.

Section 2.

The President shall preside at the meetings of the Club and the Board of Trustees. He/she shall be the administrative officer of the Club. He/she shall appoint, subject to confirmation by the Board of Trustees, all standing committees, designating the Chairmen thereof, and all special committees as may be directed. He/she shall be, ex-officio, a member of all committees.

Section 3.

The Vice President/Treasurer in the absence or disability of the President, shall act in his/her stead. He/she shall, under the direction of the President, attend to the business, personnel, and administrative operations of the Club. He/she shall be, ex-officio, and a member of all committees. He/she shall attend to keeping the accounts of the Club and authorizing or paying its bills as approved by the Board of Trustees or other agency authorized by the Board to incur them. He/she shall perform such other duties pertaining to his/her office as may be asked of him/her by the Board.

Section 4.

The Vice President-Pool & Facilities in the absence or disability of the President, shall act for the President. He/she shall, under the direction of the President, attend to the operation and maintenance of the physical plant and properties of the Club.

Section 5.

The Secretary shall send out the notices of the meetings of the Club and of the Board of Trustees, keep the minutes and attend to the correspondence pertaining to the office, including, but not limited to, Proxy mailings, newsletters, and calendars. He/she shall be responsible for

maintaining all documents, such as the rules and by-laws of the Club. He/she shall perform such other duties pertaining to the office as may be asked of him/her by the Board of Trustees.

ARTICLE IV. MEMBERS

Section 1. 1/93

Membership in this Club shall consist of the following classes of members: (a) family membership (b) associate membership (c) clergy membership (d) special membership (e) sustaining membership (f) adult membership. An “active membership” is a member that is current and paid-up with all membership fees.

Section 2.

A family membership shall constitute a co-habiting couple and their dependent children under 21 years of age and who have paid dues for the current year. Failure to pay dues as billed shall automatically transfer the member to sustaining membership. Grandchildren under 21 years of age visiting or living with family membership families shall be included in said family membership.

Section 3.

An associate membership shall be an unmarried child in the household of an active member over 21 but under 30 years of age.

Section 4.

Clergy membership shall consist of members of clergy of Terrace Park churches with their families who may become members without payment of dues or initiation fees. For each member of clergy admitted to such membership, the church must hold a bond or have paid the membership fee in its corporate name.

Section 5.

A special membership shall consist of a dependent or other person in the household of an Active Member who shall be approved for temporary membership by the Board of Trustees for the period from the date of such approval to the date of the first meeting of the Board of Trustees following the next Annual Meeting unless such approval is cancelled by the Board prior thereto or is given for a limited period only.

Section 6. 3/02

A sustaining membership shall consist of the owner of a debenture bond or a member who has paid the membership initiation fee who, by failure to pay current dues, is therefore, not an active member. Such sustaining member may be subject to a \$400 re-initiation fee, plus necessary tax, and may be placed at the bottom of the waiting list before reinstatement of membership is considered, at the discretion of the Board of Trustees.

Section 7. 10/03

An Adult Membership shall consist of no more than fifty active Family Memberships, who, while in good standing with the club, elect to transfer to this class of membership. Adult Memberships are also open to non-members of TPSC, and may be accepted on a case-by-case basis by the Board of Trustees. Adult Memberships may consist of one (1) or two (2) adults in a household, who are 21 years of age or older, and who have no dependent children living in the household. Adult members shall pay dues and all assessments as detailed in the "General Rules Concerning Membership."

Section 8.

The Board of Trustees shall vote upon the admission to the Club of each applicant and shall confer membership only upon those applicants who shall be approved by two-thirds (2/3) of the members of the Board present.

Section 9.

Any member of the Club may withdraw at any time subject to the provisions of Article V. and there shall be no refund of the current year's dues.

Section 10.

(a) Any member may, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding two months by a two-thirds (2/3) vote of the members of the Board of Trustees present at any hearing thereof, or expelled by an affirmative vote of all Trustees; cause for suspension or expulsion shall, in general, consist of violation of these Regulations or the rules of the organization or of unbecoming conduct.

(b) The Board of Trustees may delegate to one or more designated organization members or committees, or to a responsible employee of the organization, the power to suspend activity privileges for the violation of organization rules of those Regulations, provided the suspension does not exceed seven days, and written report of such suspension, containing reasons, thereof, shall be submitted to the president within twenty-four hours.

Section 11.

(a) All classes of members of the Club shall be accorded the facilities of the Club as restricted by the type of membership and subject to the respective rules and regulations.

(b) The Board of Trustees at its discretion may extend the privileges of the Club to any person or persons.

(c) The Board of Trustees shall by rule fix the terms and conditions upon which guests of members may use the facilities of the Club.

(d) Any property of the Club broken or damaged by a member of any class, or his/her guest, shall be promptly paid for by such member. No person shall take any article belonging to the Club.

(e) The Club assumes no responsibility and members (of any class) or their guests can have no claim against the Club, for the property of members of any class, or any guest, which may be brought into or left in the Club buildings or on the grounds.

(f) . The Club assumes no responsibility and members (of any class) or their guests can have no claim against the Club, for any accident or injury to any person or their property.

(g) The Board of Trustees at its discretion may establish rules governing the use of alcoholic beverages and tobacco products.

Section 12.

The number of active family memberships shall be established at 375.

ARTICLE V. DUES AND FEES

Section 1.

(a) The Board of Trustees shall establish dues and new member fees for each class of membership.

(b) Notice of change in dues shall be given by the Board of Trustees to the members. Said change shall be final unless modified by a two-thirds (2/3) vote of the total Active Membership.

(c) Dues shall be sufficient to provide for the necessary running expenses of the Club and the proper maintenance and improvement of its property.

(d) No dues nor part thereof shall be refunded in the event that pool operations are required to be suspended for any period.

Section 2. 3/02

Effective November 1, 1989, all candidates accepted into membership shall be required to pay an initiation (new member) fee. The initiation fees for the various types of memberships are to be determined by the Board of Trustees.

Section 3.

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

Section 4.

Members who will be leaving TPSC before July 1 of the current year will be required to pay only 50% of the annual dues. This applies to members who will be forfeiting their membership or

become sustaining members. Any member leaving after July 1 will be required to pay the full dues amount.

ARTICLE VI. MEETINGS

Section 1.

The Annual Meeting of the Members shall be held at such time and place as the Board of Trustees shall determine, for the purpose of electing trustees, presenting reports and transacting general business of the Club. The Annual Meeting shall occur prior to the club opening and in the same calendar year.

Section 2.

Special Meetings of the Club may be called by the Board of Trustees. Also, upon the written request of ten active members to the secretary, stating the purpose thereof, a special meeting shall be called by the secretary within thirty (30) days.

Section 3.

(a) Notice of the Annual Meeting shall be given to the members at least twenty (20) days prior thereto.

(b) Special Meetings of the Club may be held on five (5) days' notice to all active members. The notice shall state the purpose for which the Special Meeting is called and no other business shall be transacted thereat.

(c) Amendments to the Code of Regulations shall be presented to the membership with proxy forms and the announcement of the meeting at which said amendments will be voted, by roll call.

(d) All meetings of the Club are to be conducted according to "Roberts Rules of Order", current edition.

Section 4.

Each active membership will be entitled to a single vote per household on any matter tendered for membership vote. Members shall be given at least 7 days advanced notice of any membership vote. Votes may be made in person or by proxy at a meeting, or may be made by advance ballot or electronic ballot if approved by the Board. Unless otherwise stated, membership votes shall be decided by majority vote of those Active Memberships who vote.

Whenever in these Regulations notice to members is required, an announcement by electronic communication, mail, or telephone to the last known contact information of the active members shall constitute notice. A member may in writing opt-in for mail-only notices, in which case a mailing to the last known address of such members shall constitute notice.

Section 5.

- (a) The Board of Trustees shall hold its first meeting following the Annual Meeting of the members in each year as promptly as practical.
- (b) The Board of Trustees may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.
- (c) Special meetings of the Board of Trustees may be called by the President, and shall be called by the Secretary upon the request of two members of the Board.

ARTICLE VII. NOMINATIONS

The Board of Trustees will be elected by the active membership at the Annual Meeting. Any active member may volunteer to be candidate to the Board of Trustees by submitting a written request to the secretary at least 14 days before the Annual Meeting. Any candidate receiving more “yea” than “nay” votes will be elected to the Board of Trustees. In the event more than nine candidates run, the top nine candidates receiving more “yea” than “nay” votes will be elected to the Board of Trustees.

ARTICLE VIII. MISCELLANEOUS

Section 1.

(a) 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/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her being or having been a Trustee or Officer of the Club, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duties.

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

Section 2.

Any questions as to the meaning or proper interpretation of any of the provisions of these Regulations shall be determined by the Board of Trustees.

Section 3.

Wherever mention is made herein to age of members, it shall be the age attained as of January 15th of the current year.

Section 4.

These Regulations may be amended by a majority vote of the members as defined in Article IV, Section 2, present in person or represented by proxy, at any meeting of the Club provided at least five (5) days notice of such amendment shall be given to each such member.