

AMENDED AND RESTATED CODE OF REGULATIONS OF
THE TENNIS CLUB

ARTICLE ONE: NAME

The name of this corporation shall be The Tennis Club.

ARTICLE TWO: PURPOSES

The purposes for which The Tennis Club is organized shall be those set forth in the Articles of Incorporation.

ARTICLE THREE: DEFINITIONS

As used in this Code of Regulations, these words shall have the following definitions:

1. "Corporation" shall mean The Tennis Club, an Ohio Corporation not-for-profit.
2. "Member" shall mean a member of the Corporation within the meaning set forth in Ohio Revised Code Chapter 1702.
3. "Director" shall mean a director of the Corporation within the meaning set forth in Ohio Revised Code Chapter 1702.

4. "Officer" shall mean an officer of the Corporation within the meaning set forth in Ohio Revised Code Chapter 1702.

5. "Board" shall mean the Board of Directors of the Corporation.

6. "Associate" shall mean a non-Member individual permitted to use the Corporation facilities in return for payment of such fees and upon such conditions established from time to time by the Board.

7. "Articles of Incorporation" shall mean the articles of incorporation of the Corporation filed with the Ohio Secretary of State on April 10, 1984.

ARTICLE FOUR: MEMBERSHIP

1. QUALIFICATIONS

Upon payment of the initiation fee set forth in ARTICLE FOUR, SECTION 3, and approval by the Board, a person shall be a Member.

2. CLASSES OF MEMBERSHIP

A Single Membership shall be for one individual. A Single Membership shall be treated as one Membership unit. A Family Membership shall be for two married individuals and their minor children, if any. A Family Membership shall be treated as one Membership unit.

3. USE OF FACILITIES

Only Members, Associates and their guests shall be permitted to use the tennis facilities of the Corporation. Guests are not permitted to use the

tennis facilities of the Corporation more than three times in any calendar year.

4. INITIATION FEES

There shall be an initiation fee of Five Hundred Dollars (\$500.00) to become a Member. There shall be an initiation fee in an amount established by the Board to become a Associate; provided that the initiation fee for Associates shall not be less than Two Hundred Dollars (\$200.00).

Should a Associate seek to become a Member, the amount paid by the Associate for any initiation fee as an Associate shall be a credit toward the Five Hundred Dollar (\$500.00) Member initiation fee, provided the Associate is current in all dues and fees at the time Membership is sought.

Should a Member's Membership be terminated in the manner described in ARTICLE FOUR, SECTION 15, ARTICLE FOUR, SECTION 16 or ARTICLE FOUR, SECTION 17, and should that Member be permitted to return by Board action, the returning Member shall pay a full Member initiation fee, with no credit for payment of any past initiation fee.

5. ANNUAL DUES

Annual dues for Members and Associates shall be set yearly by the Board, with annual dues to be paid by April 15 of each calendar year. The

annual dues for Single Members and Family Members shall in no event be more than the respective annual dues for Single Associates and Family Associates. The Board shall establish rules and policies concerning payment and collection of Associate dues.

6. SPECIAL ASSESSMENTS

The Board may make a special assessment for major capital improvements or expenses arising from emergencies which cannot be paid from funds raised by dues and initiation fees only after notice of the need therefore to the Members. After such notice, and upon approval by a majority of the Members, the assessment shall become effective and shall be due after thirty (30) days notice to the Members of approval of the assessment. Inactive Members shall be required to pay special assessments in the same manner as active Members.

7. INACTIVE MEMBERSHIP

A Member may elect not to pay the annual dues set by the Board and retain his/her/their Membership for the year by paying a retaining fee of Seventy-Five Dollars (\$75.00) at the time when Membership dues are to be paid. In the instance of a Family Membership where one spouse wishes to remain active and the other spouse wishes to be inactive for the year,

the inactive spouse shall not be required to pay a retaining fee provided that the spouse wishing to remain active pays dues for a Single Membership for the year. Inactive Members shall not play on the Corporation's courts but may otherwise utilize its facilities. Inactive Members retain the right to attend meetings, serve as Directors and vote. No Membership may be placed in inactive status or partial inactive status for more than two consecutive years. The amount of the retaining fee may be increased by the Board at any time.

8. INTEREST UPON DISSOLUTION

Upon dissolution and distribution, each Membership unit shall be entitled to a proportionate amount of the property and interests of the Corporation as that Membership unit's paid dues and assessments in the five years prior to dissolution bears to the total of all Membership units' paid dues and assessments in the five years prior to dissolution. For purposes of this calculation, a Family Membership dues payment and a Single Membership dues payment shall be treated as equal in amount. Associates have no interest in the Corporation and shall not be entitled to any share of property or interests upon dissolution.

9. VOTING RIGHTS

Each Membership unit in good standing with all dues, assessments and fees paid shall be entitled to one vote. Votes may be cast in person or by proxy.

10. ACTION IN WRITING BY UNANIMOUS CONSENT

Any action which may be taken by a vote of the Members at a meeting may also be taken by a written consent signed by all of the Members.

11. ANNUAL MEETING

The Annual Meeting of the Members shall be held during the third quarter of each year, either on Corporation property or elsewhere, and at the date and time as may be described in the notice of such meeting provided by the Directors. Notice of the Annual Meeting shall be provided to the Members thirty (30) days in advance thereof by any means permitted by Ohio law. At such meeting, the Members shall elect Directors to serve until their successors shall be elected and qualified, and conduct such other business required or permitted by Ohio law. Associates shall be permitted to attend the Annual Meeting but shall have no right to make or second motions, nominate candidates for the Board, or vote on any matter or candidate.

12. SPECIAL MEETINGS

A Special Meeting of the Members to be may be called by the Board or by at least ten (10) percent of the total voting interests of the Members.

Notice of the meeting shall specify the place, date, time and purpose of the meeting, and shall be provided in the manner specified by Ohio law.

The business conducted at a Special Meeting shall be limited to the purpose described in the notice.

13. QUORUM

A majority of the Members shall constitute a quorum at any meeting. A majority of the votes of Members present in person or by proxy shall decide any question brought before any meeting, unless the question is one upon which, by express provision of Ohio law, the Articles of Incorporation, or this Code of Regulations, a different vote is required, in which case such express provision shall govern and control the decision of such question.

14. MINUTES

Minutes of all meetings of the Members and the Board shall be kept in a business-like manner for inspection by any Member at all reasonable times and in accordance with Ohio law. Minutes shall be retained for a period of not less than seven (7) years.

15. RESIGNATION

A Member may resign from the Corporation by providing written notice to the Board. Upon resignation, the resigning Member is relieved of the obligation to pay any dues or assessments (other than those already

assessed), and loses all rights and interests in the governance and property of the Corporation.

16. TERMINATION OF MEMBERSHIP FOR FAILURE TO MEET FINANCIAL OBLIGATIONS

Any Member who fails to pay any dues, assessment, or other financial obligation within sixty days from the date it is due shall be deemed delinquent by the Board. The Board shall notify the Member of the delinquency in writing at the Member's last known mailing address that if the delinquency is not cured by full payment within thirty days (30) from the date the notice is issued, the Member's Membership will be terminated. Following this notice, the Member shall not use or be present at the Corporation's property without the express written consent of the Board. Upon failure to pay within the thirty day (30) period following notice, the Board may terminate the Membership of the delinquent Member by Board action. A Member terminated for failure to meet financial obligations is not relieved from the obligation to pay all delinquencies due and payable prior to the Member's termination. A Member terminated for failure to meet financial obligations loses all rights and interests in the governance and property of the Corporation and may be barred by the Board from entry onto the property of the Corporation and participation in any Corporation activities.

17. TERMINATION OF MEMBERSHIP FOR MISCONDUCT OR CONDUCT DETRIMENTAL TO CORPORATION OR OTHER MEMBERS

A Member who, in the sole determination of a majority of the Board, engages in misconduct or conduct detrimental to the Corporation or other Members, may have his/her/their Membership terminated by action of the Board. Prior to acting, the Board shall provide written notice to the Member at the Member's last known mailing address of:

- (a) its intent to consider termination of the Member;
- (b) the place, date and time at which the Board shall meet to consider the Member's termination;
- (c) the Member's right to be present at the Board meeting and to address the Board prior to any vote by the Board on termination;
- (d) a brief summary of the alleged conduct or misconduct of the Member which causes the Board to consider termination. Such statement is not required to state with precision the allegations against the Member, but instead is for the sole purpose of providing the Member with general notice of the charges against the Member.

At the meeting, the Board shall hear the statement of the Member, the statements of any others who the Board deems appropriate, and thereafter determine if the Member's Membership is terminated. This meeting is not in the nature of a trial and there shall be no cross examina-

tion of anyone speaking or providing information, nor shall there be any right to have counsel present. Any Member shall be permitted to be present.

If the Board acts to terminate, the Member terminated loses all rights and interests in the governance and property of the Corporation and is barred from entry onto the property of the Corporation and participation in any Corporation activities.

18. TRIAL MEMBERSHIP

The Board may offer trial Single Memberships and trial Family Memberships for periods not to exceed one year upon payment of the Annual Dues established for Single Memberships and Family Memberships for the year, plus Seventy-Five Dollars. The Seventy-Five Dollar payment for such trial memberships shall be a credit to the initiation fee set forth in ARTICLE FOUR, SECTION FOUR should the trial member become a Member. The Board may propose to the Membership to offer trial Single Memberships, trial Family Memberships, and trial Associate use and access to the facilities of the Corporation upon terms differing from those set forth herein and, upon approval of the same by a vote of the Members at the Annual Meeting or any Special Meeting, the Board shall be authorized to offer trial memberships, use and access upon the terms and conditions approved. An individual who has participated in any past trial Membership, access or

use program of the Corporation shall not be eligible to participate in any subsequent trial Membership, use or access program.

ARTICLE FIVE: DIRECTORS

1. BOARD OF DIRECTORS

The administration and management of the Corporation is vested in the Board of Directors. The Board shall conduct the administration and management of the Corporation in accordance with the Articles of Incorporation, this Code of Regulations, and any resolutions of the Members passed in the manner authorized by the Code of Regulations. All Directors shall have a fiduciary duty to the Members collectively.

2. NUMBER AND ELECTION OF DIRECTORS

The Board shall consist of five Members, elected by the Members at an Annual Members Meeting. No Member shall receive compensation for serving as a Director.

3. TERM OF DIRECTORS

Directors shall serve terms of two years or until their successors are elected or appointed as set forth in this Code of Regulations. The terms of Directors shall be staggered, so that positions of three Directors are filled at the Annual Members Meeting in one year and the positions of two Directors are filled at the Annual Members Meeting in the subsequent year.

4. CONFLICT OF INTEREST

A contract or other transaction between the Corporation and a Director whereby the Director, a spouse of the Director, a parent of the Director, or a child of the Director receives money or any other thing of value shall not be entered into or carried out without action of the Board at its Annual Meeting or a Special Meeting. The Director who, or whose family member described above, stands to benefit from the contract or transaction shall notify all other Directors before any discussion and vote on the matter, shall remove himself/herself from the room during any debate or discussion concerning matter, and shall abstain from any vote on the matter.

5. DIRECTORS ANNUAL MEETING

The Annual Meeting of the Board shall be held immediately after the adjournment of the Annual Members Meeting.

6. DIRECTORS SPECIAL MEETINGS

Special meetings of the Board shall be held at the Corporation's property or at such other place as a majority of the Directors shall designate. A Special Meeting of the Board may be called by the President or by a majority of the Board.

7. NOTICE OF DIRECTORS MEETINGS

Meetings of the Board shall be open to all Members and may, by action of the Directors, be made open to Associates. Notice of Board meetings shall be given to all Members by electronic mail and posted in a conspicuous place on the Corporation's property at least 48 hours in advance, except in an emergency. Notice of Board meetings shall also be provided according to Ohio law. Attendance by a Director at any Board meeting shall be deemed a waiver of any claim by that Director of defective notice of the meeting. Notice of any meeting in which assessments are to be considered shall specifically contain a statement that assessments will be considered and the nature of such assessments.

8. QUORUM FOR DIRECTORS MEETINGS

A majority of the Board shall constitute a quorum for the transaction of business at any Annual or Special Meeting of the Board and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. Attendance at meetings of the Board shall be in person or as otherwise provided by Ohio law.

9. VACANCIES ON THE BOARD OF DIRECTORS

Vacancies on the Board may be filled by a vote of the remaining Directors at any Board meeting.

10. FINANCIAL REPORT

At each Annual Meeting of the Members, the Directors shall submit a report of the business transacted during the preceding year, together with a report of the general financial condition of the Corporation.

11. BUDGET

The Board shall propose a budget for each calendar year which contains estimates of the costs for performing the various matters and functions of the Corporation. The proposed budget shall be presented to the Members for approval at the Annual Meeting of the Members or at a Special Meeting. Any line item expenditures not included in the presented budget shall require presentation to the Members at a subsequent Members Meeting; provided, however, that the Board may expend up to Five Thousand Dollars (\$5000.00) for unanticipated repairs and maintenance of Corporation property, facilities and equipment without presentation at a Members Meeting. The Board shall not expend funds except as set forth in the approved budget or authorized in this section.

12. DEPOSITS

The Board shall deposit the funds of the Corporation in such government-insured banks and financial institutions as they may, from time to

time, direct. Withdrawal of such funds shall be by such person or persons as the Board may direct.

13. INDEMNITY AND INSURANCE FOR OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

At its discretion, the Board may purchase and maintain on behalf of any person who is or was an officer, director, employee or agent of the Corporation, a policy of insurance against any liability asserted against the person in such capacity or arising out of his or her status as such person. The Corporation shall indemnify such persons to the fullest extent of, and in the manner provided by, Ohio law.

14. AGENTS, INDEPENDENT CONTRACTORS, EMPLOYEES

The Board may employ or engage such agents, independent contractors or parties as it deems necessary to assist in the administration and management of the Corporation. Absent express authority by action of the Board, such individuals shall have no authority to bind the Corporation to contracts, establish rules or regulations, hire or fire employees or agents for the Corporation, or otherwise act for or obligate the Corporation in any way.

15. ADVISORY COMMITTEES

The Board may establish advisory committees of Members and/or Associates to examine any issue or investigate and propose solutions to any problem affecting the Corporation. Such committees shall be purely advisory and shall have no authority to bind the Corporation to contracts, establish rules or regulations, hire or fire employees or agents, or otherwise act for or obligate the Corporation in any way.

16. ADDITIONAL POWERS

In addition to the foregoing powers and authorities, the Board shall have the power and duty to make and collect assessments against members of the Corporation to defray the costs of maintaining the Corporation; to maintain, repair and replace Corporation property; to procure property insurance and liability insurance for the Corporation; to establish and collect the amount of any dues and fees to be paid by Members or Associates; to make regulations and rules for use of the Corporation property by Members, Associates and other individuals; to enter into contracts, and to authorize one or more of the Officers of the Corporation to execute and deliver such contracts and other corporate instruments in the name of and on behalf of the Corporation; provided, however, that the Board may not authorize or execute any deed, agreement to sell any interest in the real property of the Corporation, easement, mortgage, promissory note or oth-

er instrument of indebtedness of the Corporation without an action approved by two-thirds of the Members at a Meeting.

ARTICLE SIX: OFFICERS

1. OFFICERS

The Corporation shall have a president, a vice-president, a secretary and a treasurer, all of whom shall be members of the Board. The Corporation may also have more than one vice-president, and may have assistant secretaries, assistant treasurers and such other officers and agents as deemed necessary by the Board. All Officers shall serve without compensation, shall hold their offices for one year, shall be elected or re-elected at the Annual Meeting of the Board, and shall serve at the pleasure of the Board. No person may hold two or more offices.

2. PRESIDENT AND VICE-PRESIDENT

The President, or in his/her absence, the Vice-President, of the Corporation shall preside at all meetings of the Board and the Members. The President shall have general supervision over the affairs of the Corporation

and over the other Officers and in the President's absence these duties shall be performed by the Vice-President.

3. SECRETARY

The Secretary shall issue all notices of Meetings of the Board and the Members and shall attend and keep the minutes of the same. The Secretary shall have charge of all Corporation records and papers and shall perform all other duties incidental to such office. The Secretary shall keep and maintain a roll of the Members, including names and addresses. In the absence of the Secretary, his/her duties may be performed by an Assistant Secretary.

4. TREASURER

The Treasurer shall have custody of the funds of the Corporation and shall keep regular books and accounts, together with vouchers, receipts, records and other papers normally incident to such office. The Treasurer shall deposit all monies and funds of the Corporation in the name of, and to the credit of, the Corporation in banks or financial institutions insured by the United States government. The Treasurer shall disburse and pay monies and funds of the Corporation as directed by the Board or Members through appropriate action or resolution. In the ab-

sence of the Treasurer, his/her duties maybe performed by an Assistant Treasurer.

5. ADDITIONAL OFFICER POWERS AND DUTIES

Each of the offices above described shall, in addition to the powers and duties conferred upon them herein, have all powers, authorities, and responsibilities as are designated to officers of a corporation not for profit under Ohio law.

ARTICLE SEVEN: AMENDMENTS

This Code of Regulations may be amended at any meeting called for such purpose, provided that the proposed amendment is distributed to all Members in writing at their last known mailing address at least thirty (30) days in advance of the meeting. An action approved by at least two-thirds of the Members present at the meeting shall be required to adopt the amendment. No amendment conflicting with Ohio law or the Articles of Incorporation shall be permitted.

ARTICLE EIGHT: ROBERTS RULES OF ORDER

The most recent edition of Roberts Rules of Order shall govern all parliamentary procedures for the Corporation, where not in conflict with this Code of Regulations or the Articles of Incorporation.

The foregoing Amended and Restated Code of Regulations of The Tennis Club, an Ohio corporation not-for-profit, was adopted following due notice by an action of two-thirds of the Members present in person or by proxy at a Special Meeting of the Members on the 20th day of September, 2020.

President

Date

Secretary

Date

