

Code Of Regulations For The Maplewood Park Recreation Club, Inc.

Revised August 26, 2021

ARTICLE I

NAME OF ORGANIZATION

The Maplewood Park Recreation Club, Incorporated, organized and incorporated as a non-profit corporation under and by virtue of the laws of the State of Ohio on March 27, 1959.

ARTICLE II

OBJECT

The purpose or purposes for which said Corporation is formed are to develop and maintain a parcel of real estate given to it, and to acquire, develop and maintain any additional real estate in order to provide recreational facilities for the primary use of the Corporation in the doing of all things necessary and incident thereto.

ARTICLE III

MEMBERS

SECTION 1. QUALIFICATIONS FOR MEMBERSHIP

Each family member residing in any residence shall be eligible for a membership in the Corporation.

SECTION 2. DEFINITION OF FAMILY

A family as used herein shall include all persons living in the same household that are younger than sixty-five (65) years of age and older than three (3) years of age on Memorial Day of the current year, regardless of their intentions to swim. Any single person nineteen (19) years of age or older on Memorial Day of the current year, if not part of any other member family, shall be considered a family.

SECTION 3. ELECTION TO MEMBERSHIP

Each eligible family that desires a membership in the Corporation shall execute an application for membership in such form as may be determined by the Board of Trustees. Such application shall be accompanied by payment of the annual assessment in such amount as may be determined by the Board of Trustees. Upon acceptance of the application by the Trustees, such family shall become a member of the Corporation.

Membership fees are non-refundable once the season has begun, and processing fees are non-refundable at all times, except where required by law

Commented [BH1]: This exists in membership agreement, but should be added to Bylaws. The second part is new proposed change for review on 8/26

No annual assessment, nor part thereof, shall be refunded in the event that pool operations are required to be suspended for any period.

SECTION 4. TERM OF MEMBERSHIP

Each member shall have all rights and privileges of membership from Memorial Day of the year in which said member has paid such assessments as have been established by the Board of Trustees to the day preceding Memorial Day of the succeeding year, such privileges shall include, generally, the right to use the recreational facilities of the Corporation according to its rules and regulations. Membership in the Corporation with respect to any succeeding membership year shall be accorded by the Board of Trustees to any eligible family upon payment of the membership assessment fixed by the Trustees for such succeeding year. Partial payment of the succeeding year's membership for the succeeding year, providing the family is still eligible, and shall be accorded membership upon payment of the remainder of the membership assessment as set up by the Board.

SECTION 5. NUMBER OF MEMBERS

Membership in the Corporation shall be limited to a fixed figure determined by the Board of Trustees and shall include all members and exclusive of lifetime members and members of the Board of Trustees.

SECTION 6. MEMBERSHIP TYPES

- A. Family Membership: includes all members of a family residing in a single residence as defined in Article III, Section 2.
- B. Couple Membership: two people residing in same household, one of these members must be at least 14 years of age. A parent or legal guardian must accept and agree to membership terms on behalf of their child(ren) and complete appropriate waivers and emergency medical authorization forms.
- C. Single Membership: Must be 14 years of age or older. A parent or legal guardian must accept and agree to membership terms on behalf of their child and complete appropriate waivers and emergency medical authorization forms.

Commented [BH2]: One needs to be an Adult to agree to membership terms of agreement – **ADDED LANGUAGE** - A parent or legal guardian must accept and agree to membership terms on behalf of their child(ren) and complete appropriate waivers and emergency medical authorization forms.

- D. Senior Single Membership: Must be 65 years of age or older.
- E. College Student Membership: Must be actively enrolled as a student, transcript, valid college identification or other proof of registration is required. College student membership shall carry a restriction of not being eligible for guest pass purchases.
- F. Babysitter Membership: must be accompanied by a Family Membership. This membership is non-voting. If babysitter is under 18 years of age, a parent or legal guardian must accept and agree to membership terms on behalf of their child(ren) and complete appropriate waivers and emergency medical authorization forms.
- G. Youth Membership: Access to the facility for 1 individual during scheduled swim team practice times, meets and banquets. This membership type is non-voting and must be purchased with applicable swim team fee(s). The rate will be adjusted annually as deemed necessary by the Board of Trustees to ensure a sustainable swim team. A parent or legal guardian must accept and agree to membership terms on behalf of their child(ren) and complete appropriate waivers and emergency medical authorization forms.
- H. Lifetime Membership: Any Trustee having served six (6) years or three (3) terms shall be awarded a lifetime family membership. Voting rights are retained in a lifetime membership.

Commented [BH3]: Established per resolution: 2002-004: 2-5-2020

Commented [BH4]: Proposed resolution for voting on 8/26/21: Any Trustee having served six (6) years or three (3) terms shall be awarded a lifetime family membership. Voting rights are retained in a lifetime membership.

SECTION 7. VOTING RIGHTS

Each family holding a Membership in the Corporation shall be entitled to one vote, in person, for each matter submitted to the voting members.

SECTION 8. SPECIAL ASSESSMENTS

In the event that the Trustees shall determine that the gross receipts from the membership assessment shall be insufficient to meet the operating expenses of the Corporation for any membership year, it shall have the right, by appropriate resolution, to levy an additional assessment upon members for the purpose of meeting such accrued or potential deficit. Such assessments shall thereupon become due and payable to the Corporation by each member. In the event that the Corporation accrues a surplus in excess of reasonable needs, appropriate adjustments shall be made in the membership assessment for succeeding years.

SECTION 9. TERMINATION OF MEMBERSHIP

The Board of Trustees, any affirmative vote of two-thirds (2/3) of its members, may suspend or expel a member for cause after an appropriate hearing, may terminate the membership of any member that becomes ineligible for membership, or suspend or expel any member that is in default for the payment of any assessment fixed by the Trustees under SECTION 8 thereof.

The Board of Trustees, with a 100% Affirmative vote from all active Trustees may suspend or expel a member for cause without a hearing if a member is abusive, attacking, threatening, or hostile toward another member, Trustee, guest, participant, or visitor to Maplewood Park Recreation Club, Inc.

Commented [BH5]: Proposed change for 8/26/21

SECTION 10. RESIGNATION OF MEMBERSHIP

Any member may resign his membership by filing a written resignation with the Secretary of the Board of Trustees, but such resignation shall not relieve the member so resigning of the obligation to pay any assessments or other charges heretofore accrued and unpaid.

SECTION 11. REINSTATEMENT OF MEMBERSHIP

Upon written request signed by a former member and filed with the Secretary of the Board of Trustees, the Trustees may reinstate such former member to membership upon such terms, as the Trustees may deem appropriate.

SECTION 12. TRANSFER OF A MEMBERSHIP

Membership in this Corporation is not assignable or transferable.

ARTICLE IV

BOARD OF TRUSTEES

SECTION 1. ELIGIBILITY

Any member of a family that holds Membership in the Corporation, nineteen (19) years of age or older is eligible to be nominated and elected to the Board of Trustees.

Commented [BH6]: Proposed changed 8/26/21
Discuss limiting to 2 max per membership

SECTION 2. ELECTION

The Board of Trustees shall consist of at least nine (9) members annually. Every effort should be taken to maintain at least 1/3 of the Board with experience within an election cycle, commencing September 1st to fill vacancies created by Trustees completing their term. Terms are two (2) years.

Commented [BH7]: Separate proposed resolution to be voted on 8/26/21: The Board of Trustees shall consist of at least nine (9) members annually.

Any eligible person may be nominated for such election by presenting a nominating petition to the Secretary of the Board of Trustees no later than the beginning of the Annual Meeting. in such form as the Trustees shall prescribe, containing the signatures of not less than six (6) voting members endorsing the candidacy of such person.

Any vacancy on the Board of Trustees created before the completion of a term may be filled by appointment of the Trustees from those persons eligible to serve for the remainder of the unexpired term: first consideration given to unelected nominees of previous elections.

SECTION 3. OFFICERS

The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. Said officers shall be chosen by the Trustees by a majority ballot and shall hold office for one (1) year or until their successors are elected and qualified. Normally the officers shall be elected at the monthly Trustee meeting in September and shall assume their duties at the monthly Trustee meeting in October. Said officers shall be members of the Board of Trustees.

SECTION 4. DUTIES OF OFFICERS

4a. PRESIDENT

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President, or designee, shall preside at all meetings of the members and the Trustees. He may sign with the Secretary and any other officer of the Corporation authorized by the Board of Trustees any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed; and in general, he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Trustees.

4b. Vice-President

The Vice-President shall perform all the duties of the President in case of the absence or disability of the latter. When so acting he shall have all the powers of and be subject to all the restrictions upon the President. He shall perform such other duties as may be prescribed by the President of the Board of Trustees.

4c. Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees; see that all notices are duly given in accordance with the provisions of these regulations or as required by the law; be custodian of the corporation records; keep a registrar of the post office address of each member which shall be furnished to the Secretary by such member; and in general shall perform all duties incident to the office of the Secretary and such other duties as may be prescribed by the President of the Trustees.

4d. Treasurer

The Treasurer shall give a bond at the expense of the Corporation if required by the Board of Trustees for the faithful discharge of his duties in such sum, and with such surety or sureties as

the Board of Trustees shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other general depositories as shall be selected by the Trustees and in general perform all duties incident to the office of Treasurer and such other duties as may be described by the President or Board of Trustees.

SECTION 5. MEETINGS

The Board of Trustees shall meet at least monthly from September to May and 2 times per month from May to September at a time and place designated for the transaction of the business of the Corporation. Special meetings of the Trustees may be called at the request of the President or any two Trustees. Notice of such special meeting shall be given to all members of the Board of Trustees no less than 24 hours in advance of the meeting.

Commented [BH8]: Proposed changed to allow flexibility in scheduling of BOT meetings.

SECTION 6. VOTING

- A. Five (5) members or 51%, whichever is greater, of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Trustees.
- B. Trustees for business of the Corporation, Board actions, and resolutions may vote via electronic voting as deemed necessary and prudent to meet operational needs. Electronic voting requires 2/3 response from actively sitting Trustees for a quorum. Active sitting Trustees, regardless of voting rights for their family membership, are entitled to one vote, in person, for each matter submitted to the voting members at meetings of members as described in Article VIII.
- C. If an active Trustees or a member of a trustee's family shall have interest, directly or indirectly, in any matter coming before the Board, a conflict of interest shall be deemed to exist; that Board member shall not take part in any action of the Board on such matter. Nothing in this provision shall prohibit a Board member from testifying before the Board in regard to any matter in his or her capacity as a member of the Corporation

Commented [BH9]: Per resolution: 2002-001: 2-5-2021 Was a minimum number of votes ever discussed or is 5 still sufficient – I would suggest a higher vote required, to ensure 5 people can't randomly vote for things – especially with 11 or more BOTs

Commented [BH10]: Proposed resolution submitted for 8/26/21 meeting

Commented [BH11]: Proposed resolution for 8/26/21

SECTION 7. COMPENSATION

Trustees shall not receive any stated salary for their services, but by resolution of the Board of Trustees and officers, will receive half off the annual membership fee for the first year of serving on the board. Membership fees, will be waived for subsequent years of serving as a Trustee or Officer. In addition, active Trustees shall receive an at cost rental rate for the pavilion, club house, or after-hours parties, four (4) Family Guest Passes, and ½ off concessions prices. Nothing herein shall prevent any Trustee from serving the Corporation in any other capacity and receiving compensation, therefore.

Commented [BH12]: Based on meeting discussion as a starting point for further discussion.

SECTION 8. CHAIRMANSHIP OF STANDING COMMITTEES

The Chairmanships of the Standing Committees shall be appointed by the Board of Trustees from among their members.

SECTION 9. EXPULSION

Any Board member found to be derelict in his duties may be expelled by two-thirds ($\frac{2}{3}$) vote of the Board after said Board member has been notified of said dereliction and has been given a chance to defend himself.

ARTICLE V

STANDING COMMITTEES

The following Standing Committees should consist of Trustees of the Corporation that are willing to serve; elected and approved by the Board of Trustees. Actions and expenditures of these committees are subject to approval of the Board of Trustees. Number of Trustees serving on each committee is to be determined annually by the Board to ensure appropriate number(s) and support for needs of the corporation. At no time shall the size of the Board exceed 14 active members.

Commented [BH13]: Proposed resolution for 8/26/21

SECTION 1. MEMBERSHIP CHAIRMAN AND COMMITTEE

The Membership Committee shall work to obtain members each year within the qualifications outlined in Article III of the Code of Regulations. Additionally, the Membership Chairman shall have charge and custody of and be responsible for all membership applications and distribution of membership cards; input and update all membership email addresses in the Corporation's email account and communicate with members of the Corporation through membership emails and shall perform all duties incident to the Membership Chairman and such other duties as may be described by the Board of Trustees.

SECTION 2. PERSONNEL COMMITTEE

The Personnel Committee shall be responsible for seeking and receiving applications for all hired positions necessary for the operation of the Corporation. Additionally, the Personnel Chairman shall oversee Lifeguard staff and Management; shall provide or oversee staff scheduling; shall submit or oversee submission of payroll hours to Treasurer or acting payroll company; shall keep records of staff applications and tax forms; shall provide training to incoming staff regarding roles, responsibilities and rules of corporation; shall present to the board any violations of staff; shall act as liaison between staff and board when necessary; shall update Training Manual. The personnel committee will additionally oversee the swim lesson program and aquatic classes.

Commented [BH14]: Per resolution: 2002-003: 2-5-2020

SECTION 3. PROPERTY MAINTENANCE COMMITTEE

The Property Maintenance Committee, shall be in charge of and oversee all future construction and continuing maintenance of existing pool, buildings and grounds; shall be in charge of acquiring the necessary equipment to accomplish such.

SECTION 4. SOCIAL COMMITTEE

The Social Committee shall be responsible for the planning of social functions and activities for the members to promote good fellowship and spirit among all members and member's guests. Additionally, The Social Chairman shall have charge and custody of and be responsible for scheduling and monitoring the Corporations Website Calendar; scheduling and monitoring the parties during pool hours and parties after regular pool hours; scheduling and monitoring the rental of the Corporation's clubhouse and pavilion.

SECTION 5. CONCESSIONS COMMITTEE

The Concessions Committee shall be responsible for the operation and supervision of the Concessions area in coordination with the food safety Officer to ensure proper training and handling of food products. Additionally, the Concession Chairman shall have charge and custody of and be responsible for purchasing and stocking all products related to the concession stand, Gator Grill (during Home swim meets), and bathrooms including but not limited to paper products and cleaning supplies; complete an annual presentation to the Board of Trustees with proposed list of items to be sold including pricing for approval; create a menu of approved menu items and pricing to be posted at the concessions stand; documentation of best practices while holding the Concessions position and in general perform all duties incident to the Concessions Chairman and such other duties as may be described by the Board of Trustees.

SECTION 6. PUBLICITY COMMITTEE

The Publicity Committee shall be responsible for the publicizing of all information pertinent to the interest and welfare of the Corporation. These responsibilities include, but are not limited to the creation and maintenance of the Maplewoodpool.com web site and underlying domain registration, keeping all social media outlets up to date with any information useful/important to our members as well as the marketing of the services provided by club to potential guests and future memberships, including but not limited to (Facebook, Twitter, and Instagram); creating and distributing newsletters to members on a monthly basis during the months the club is open (May, June, July, and August) as well as a year end and Spring editions; and uses the main club email account to distribute important information to members and potential members.

SECTION 7. SWIM TEAM COMMITTEE

The Swim Team Committee shall be responsible for seeking and obtaining swim team memberships according to the AMSA league laws of regulations; secure and maintain equipment necessary to the team's operation. Additionally, The Swim Team Chairman shall have charge and custody of and be responsible for all swim team membership applications and

emergency medical forms; ensure said applicants are registered with the AMSA league; input and update all swim team membership email addresses in the Corporation's Swim Team email account and communicate with swim team members through swim team membership emails and/or designated swim team forum; oversee and operate swim team coaches, swim meets, championships, banquet and shall perform all duties incident to the Swim Team Chairman and such other duties as may be described by the Board of Trustees.

Section 8. FUNDRAISING COMMITTEE

The Fundraising committee shall be responsible for seeking and obtaining donations, sponsorships, and sale of advertisement space on Maplewood Park Recreation Club, Inc property and digital assets.

Commented [BH16]: Creation of committee per resolution: **0904-002: 9-4-2020**

SPECIAL COMMITTEES

SECTION 1. AUDITING COMMITTEE

The Auditing Committee shall be appointed by the President with the approval of the Board of Trustees and shall exclude members of the Board of Trustees and Standing Committees. This committee shall consist of at least two (2) persons and shall be appointed no later than January 1st.

SECTION 2. OTHER COMMITTEES

Any additional committees deemed necessary to carry out the functions of the Corporation shall be appointed by the President with the approval of the Board of Trustees and shall report to the President.

ARTICLE VII

PARLIAMENTARY AUTHORITY

All parliamentary procedures at meetings of members and Trustees shall be based upon Robert's Rules of Order.

ARTICLE VIII

MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING

The annual meeting of the members of this Corporation shall be held in August of each year at such time and place as shall be announced by the Board of Trustees, for the purpose of electing Trustees to such vacancies as may exist on the Board, and the transaction of such other business as may come before the meeting.

SECTION 2. SPECIAL MEETINGS

Upon the written request of ten (10) members, or Board of Trustees, the Secretary shall announce a special meeting of the members. The request and also the notice for such a special meeting shall state the nature or object of such meeting and no business shall be transacted except as specified therein. The time and place of such a meeting shall be designated by the Board of Trustees.

SECTION 3. NOTICE OF MEETINGS

- A. Notice of all meetings of the members shall be mailed to each member by the Secretary of the Board of Trustees or designate not less than ten (10), nor more than twenty-one (21), days prior to the date of such meeting.
- B. E-mail and/or website posting, posting signage during operating hours and/or newsletter or other reasonable means of communication to the Membership will constitute full compliance of this section.

Commented [BH17]: Proposed change for 8/26/21

SECTION 4. QUORUM

Members present in person shall constitute a quorum for transaction of any business at any meeting of the members of this Corporation.

SECTION 5. VOTING

Proxy or absentee votes will not be permitted for meeting of members.

Commented [BH18]: Clarification as it relates to only Article VIII

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS

The Board of Trustees may authorize any officers agent or agents of the Corporation, in addition to the officers so authorized by these regulations, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority confined to specific instances as established by action of the Trustees.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by the Board of Trustees. In the absence of such determination by the Trustees, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Board of Trustees.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees, its members, and committees having any of the authority of the Board of Trustees and shall keep at the registered or principal office a record giving the names and addresses of its members. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March each year.

Commented [BH19]: Proposed change to fiscal year to better align with revenue and expenditure timelines.

ARTICLE XII

INDEMNIFICATION

No person shall be liable to the Corporation because of any action taken or omitted to be taken by him in good faith as a Trustee, member of a committee, or officer of the Corporation, if such person exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs. Without limitation, any such person shall be deemed to have exercised or used such degree of care and skill if he took or omitted to take such action in reliance of good faith upon advice of counsel for the Corporation, or upon reports made or information furnished by officers, employees, or committees of the Corporation, or by accountants, auditors, engineers, appraisers, or other expert employed by the Corporation, or upon the books of account or other records of the Corporation. Each person who shall be made a party to any action, suit or proceeding by reason of his being or of having been a Trustee, member of a committee, or officer of the Corporation, or by reason of having acted or omitted to act as such, and his heirs, executors and administrators, shall be reimbursed or indemnified by the Corporation for or against all loss suffered and all cost and expense reasonably incurred by him or them, as the case may be, in connection with such action, suit, proceeding, other than in relationship to matters, if any, as to

which such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or bad faith in the performance of his duty and, except as hereinafter otherwise provided, to matters which shall be settled, in whole or in part, any person, his heirs, executors, and administrators, shall be reimbursed or indemnified by the Corporation for or against all Board of Trustees or of and disinterested committee or group of persons to whom the question may be referred by the Board of Trustees, such person was not negligent or guilty of bad faith in the performance of duty in relation to the matter settled. The provisions of this Article shall be in addition to, and not in limitation of, any rights or indemnifications to which the persons concerned may be otherwise entitled.

ARTICLE XIII

DISSOLUTION

At any special meeting called for the purpose of dissolution, the Corporation may be dissolved by a vote of two-thirds ($\frac{2}{3}$) of the membership present. Such members may cast their votes in person. In the event such dissolution is voted, the vote of the majority of the members present shall designate five (5) members as Trustees, who, on behalf of the Corporation, and within the time fixed by such members at the time of designation, or within any extension thereof, shall liquidate the assets of the Corporation for payment of any outstanding debt of the Corporation. Remaining funds shall be distributed equally among each active membership at the time of dissolution as defined by Article III.

ARTICLE XIV

AMENDMENTS

- I. This Code of Regulations may be changed by the affirmative vote of the majority of the members present at any meeting provided notice of the proposed amendment has been given with the notice of the meeting.
- II. The Board of Trustees has the right to offer or restrict day passes, limiting the amount based on number of members present. The Board of Trustees will also determine the amount to be charged daily and can change this price as they find necessary.

Change Log:

1. **2002-001: 2-5-2021** - electronic voting permissible as an option for board business and resolutions.
2. **0904-002: 9-4-2020** - Establishment of Fundraising Committee, consisting of 1 position
3. **2002-004: 2-5-2020** - Establishment of student membership level. Offered at cost of \$80, with a valid college ID or transcripts. Student membership shall carry a restriction of not being eligible for guest pass purchases.
4. **2002-003: 2-5-2020** - Swim lessons and aqua classes will be managed and maintained by the Personnel Committee. Previously assigned to the Swim Team Committee.
- 5.