

**CODE OF REGULATIONS OF THE
IDLE HOUR SWIM CLUB, INC.
Revised January 2025
ARTICLE I**

The name of this corporation shall be Idle Hour Swim Club, Inc.

ARTICLE II
Purpose

The purpose or purposes for which the said corporation is formed are: to establish, maintain and operate a swim club for the social welfare and physical improvement of its members, including the maintaining, operation, leasing and ownership of the recreational facilities, swimming pool, tennis courts, and club house, together with the accomplishment of all things necessary and incidental thereto.

ARTICLE III
Membership

General

Shares of the corporation can be sold at all times unless the Board of Trustees by a vote of two-thirds or more determines a time period when no further shares shall be sold.

(a) Memberships shall consist of either family units or single persons.

(1) Family units are typically defined as a head of household and partner and all legal dependents under the age of 25

(2) A single person, either living alone or a son or daughter over the age of 25 living in the household of their parent.

(3) The Board of Trustees reserves the right to determine the status of all memberships. The Board of Trustees determination shall be final. Any member shall have the right for hearing before the Board of Trustees makes any final determination.

(b) If the number of applications for membership exceeds the limits set by the Board of Trustees, the Secretary shall maintain a waiting list prioritized by the date the membership was requested.

Categories:

The corporation shall offer four (4) categories of membership as described below

(a) Full Members - These members own a share of the corporation as constituted by the issuance of a numbered stock certificate (Article V) and who remain in good standing with all fees and assessments as indicated in Article VI and all rules and regulations.

(c) Summer Members - These are household units or single people, which are neither Full Members nor Associate Members. The number of Summer Memberships authorized in any given year will be determined by the Board of Trustees. The Summer Membership is only good for the year it is issued and expires when the pool closes for the winter. Availability each year is based upon the number of full stockholder members. Stockholders will have priority over a summer member in a waitlist situation. For a Summer Membership to be issued, the Summer Member pays all fees as indicated in Article VI.

(d) **ARTICLE IV Membership Privileges**

(a) A Full Member who has paid all fees as indicated in Article VI will be recognized as a member in good standing and shall be entitled to the following:

- (1) To vote on all club matters subject to a membership vote.
- (2) To run and hold a position on the Board of Trustees.
- (3) Complete use of the club facilities to include the swimming pool, recreational facilities, club house, and all things necessary and incidental thereto.

NOTE: A Full Member who does not pay their annual Use Fee and Use Fee Tax is not entitled to the privileges as stipulated in (3) above

(b), Summer members who have paid all their fees as indicated in Article VI shall be recognized as a member in good standing and shall be entitled to the following: complete use of the club facilities to include the swimming pool, recreational facilities, club house, and all things necessary and incidental thereto.

ARTICLE V

Membership Certificates

(a) Membership certificates will be issued digitally to all Full Members. Each membership certificate shall be issued in numerical order from the membership certificate roster and shall be signed by the President and Secretary of the Board of Trustees. Summer members will not be issued any membership certificate.

ARTICLE VI

Fees of Members & Suspension and Termination of Membership

(a) Definitions of Fees

(1) Maintenance Fee - The maintenance fee is based upon the cost of owning and maintaining the property of the corporation (e.g. property taxes, insurance, maintenance of facilities and grounds). All Full Members are required to pay this fee.

(2) Capital Improvement Assessments - In accordance with Article X, the Board of Trustees is authorized to levy capital improvement assessments that may be necessary for the welfare of the corporation. Capital improvements are any renovations undertaken to improve the Idle Hour Swim Club property value and can include items such as major pool renovation, new baby pool installation, etc. All Full Members are required to pay any capital improvement assessments.

(3) Use Fee - The use fee is based upon the cost to operate the pool (e.g. staff wages, pool supplies, utility costs, etc). The use fee must be paid by members who intend to use the pool and grounds.

(b) Membership Fees

Membership Type	Fee/ Assessment Type			
	Maintenance Fee	Capital Improvement Assessments	Use Fee	Use Fee Tax ¹
Military	X		X	X
Full ²	X	X	X	X
Summer			X	X

Notes:

1. The amount of Use Fee and Use Fee Tax each membership type pays **can vary** and will be determined by the Board of Trustees.
2. A Full Member needs only to pay the Maintenance Fee and Capital Improvement Assessment to retain their stock certificate in good standing.

(c) Any member may for cause and after being given an opportunity for a hearing before the Board of Trustees, be placed on a suspended status for a period determined by two-thirds (2/3) vote of the Board of Trustees, or expelled by a affirmative vote of eight (8) Trustees. Cause for suspension or expulsion shall consist of violations of the Code of Regulations, the Rules of the Corporation, or for conduct unbecoming a lady or gentlemen.

(d) Once a person has purchased any type of membership, the said membership shall continue until such time as;

- (1) A Full Member discontinues payment of membership fees as outlined below to remain a stockholder.
- (2) The pool closes and all Summer memberships expire.
- (3) The member's status is changed by the Board of Trustees as set forth in paragraph (c) above.
- (4) A Full Member fails to pay their required Maintenance Fee and any Capital Improvement Assessments.

(e) Members who have not paid the minimum fee as defined in the above matrix will lose privileges and be considered delinquent. Delinquent members shall be notified of all amounts past due by e-mail to the e-mail address recorded on the membership roster. Said notification shall include a statement that it is the intent of the Board of Trustees to terminate the delinquent member's membership. Delinquencies must be paid within 15 days of mailing of the notices, or by midnight 31 December of each year, whichever is later or the member's certificate and membership will be terminated. Terminated memberships shall revert to the ownership of the corporation. The corporation may re-issue the terminated membership according to re-issue price, terms and conditions set by the Board of Trustees. Proceeds from the re-issue shall become the assets of the corporation and the terminated member shall have no entitlement to any of the proceeds resulting from re-issue, or in any of the assets of the corporation.

ARTICLE VII

Meeting of Members

(a) The Board of Trustees shall hold an annual meeting of the Full Membership in August of each year.

(b) Special meetings may be held at such times and places as may be ordered by the Board of Trustees. Special meetings of the members shall be called by the Board within thirty (30) days of written request of such a meeting signed by at least 10% of the Full Membership.

(c) Notice of either annual or special meetings shall be given either by posting at the club during the period the club is open or by e-mail thereafter. The notice shall be given at least 20 days prior to the meeting.

(d) If 10% of the Full Member present in person or by proxy, shall constitute a quorum at any meeting of the members for the transaction of business.

ARTICLE VIII

Board of Trustees

(a) The corporate powers, property and affairs of the corporation shall be exercised, conducted and controlled by a board of a minimum of nine (9) trustees, each of whom shall be a Full Member in good standing.

(b) The Board of Trustees shall be authorized to determine the amount of the maintenance fee, use fee, use fee tax and any capital improvement assessments levied. The amount of any fee shall require a simple majority of five (5) members of the Board of Trustees. The decision to levy a capital improvement assessment and the amount of the assessment shall require a simple majority of five (5) members of the Board of Trustees.

(c) In the case of vacancies on the Board of Trustees, the remaining Trustees may appoint a Full Member in good standing to serve the remainder of the vacancy's term. The vote for nominations will be a majority of the Trustees attending a regular trustees' meeting or a special meeting called for that purpose.

ARTICLE IX

Nomination and Election of Trustees

(a) Each year, three (3) seats on the Board of Trustees will be open for election.

(b) The Board of Trustees shall notify the membership in July of each year indicating the Board of Trustees is looking for nominees for that year's seats. The Secretary shall be responsible for consolidating all nominees for the positions and placing them on one ballot.

(c) In August of each year each Full Member in good standing shall be entitled to one vote for each seat on the Board of Trustees to be filled. Voting shall be anonymous.

ARTICLE X

Powers and Duties of the Board of Trustees

(a) The Board of Trustees shall have the power to make rules and take such action, not inconsistent with the Code of Regulations or contrary to law, as in its judgment may be necessary or desirable for the welfare of the corporation, including the power to employ a staff, set the amount of use fees, maintenance fee, and levy capital improvement assessments, as becomes necessary. No contract, debt or obligation is binding unless contracted under authority of the Board of Trustees.

(b) The Board of Trustees shall present an auditable financial statement at the annual meeting of the membership.

(c) The Board of Trustees may establish and/or appoint such standing or special committees as it deems desirable.

(d) The Board of Trustees shall establish an annual operating budget for the upcoming year prior to the end of the calendar year, and shall not cash or incur obligations in excess of the total budget for a given calendar year without the express approval of two-thirds majority (6) of the Board of Trustees.

ARTICLE XI

Officers, Terms and Compensation

(a) The executive officers of the corporation to be elected annually, in October, by the Board of Trustees shall be a President, a Vice President, a Secretary and a Treasurer. These officers shall hold office for one year or until the next election of their successors. Officers, clerk and other employees other than those named may be appointed by the Board of Trustees as deemed necessary and appropriate. In case of a vacancy among the officers, the Board of Trustees shall elect a new officer for the remainder of the term.

(b) The President and Treasurer shall be relieved of the obligation to pay 100% of the Full Member fees as indicated in Article VI. The Secretary shall be relieved of the obligation to pay 50% of the Full Member fees as indicated in Article VI. All other board members shall be relieved of the obligation to pay 25% of the Full Member fees as indicated in Article VI.

ARTICLE XII

Duties of the Officers

(a) It shall be the duty of the President to call and preside at all meetings of the members and trustees, to sign records thereof, and in general to perform all the duties usually incident to such office or which may be required by the members or trustees. The President shall be an ex-officio member of all committees.

(b) It shall be the duty of the Vice-President to assume the position and duties of the President in the case of the absence of the President or at their request. They shall be an ex-officio member of all committees. In the event of resignation, death, or removal of the President, the Vice-President shall become President.

(c) It shall be the duty of the Treasurer to keep the accounts of the corporation, collect its revenues and pay its debts as approved by the Board of Trustees or other agency authorized by the Board of Trustees to incur such debts. The Treasurer shall perform such other duties pertaining to the office as may be requested by the Board of Trustees. The accounts shall be maintained in a form and manner established by a qualified accountant and must provide a means of ready audit.

(d) It shall be the duty of the Secretary to keep minutes of all meetings, maintain a roster of current members, issue membership certificates, conduct correspondence pertaining to the office and perform such other duties pertaining to the office as may be requested by the Board of Trustees.

ARTICLE XIII

Meetings of the Board of Trustees

(a) The Board of Trustees shall meet monthly. The president shall be responsible for notifying the members of the meeting.

(b) A special meeting may be called by any member of the Board of Trustees with at least five (5) days notice. The president shall be responsible for notifying the members of the meeting.

(c) A simple majority of five (5) members shall constitute a quorum and normal business may be undertaken.

(d) A simple majority of five (5) members constituting a quorum is required for any decision rendered or action taken except as stated in Articles III, VI and X above and Articles XIV and XVI below. In the event of a tie vote the President shall cast the deciding vote.

ARTICLE XIV

Removal of a Trustee

(a) If a member of the Board of Trustees has three unexcused absences from meetings within a term year (October - September) or is determined to not be able to accomplish the duties expected of a member, as stated below, the Board of Trustees may remove the member from the board. Six votes of the remaining members shall be required to remove the member.

- (1) Attend monthly meetings
- (2) Participate on appointed committees
- (3) Participate in actual swim club improvement activities as necessary.

(b) The Board of Trustees can require a removed trustee to reimburse the Corporation any remuneration previously paid for that year.

ARTICLE XV

Dissolution

(a) This corporation may be dissolved by the affirmation vote of two-thirds of the Full Members in good standing at a meeting called for that purpose.

(b) In the event of dissolution of this corporation in any manner or for any cause, the assets of the corporation shall be sold and the proceeds of such sale after payment of all just debts and obligations of the corporation, distributed pro rata among the Full Members in good standing. Each members share however, is subject to the settling of all debts, dues, fees, capital improvement assessments and obligations owed to the corporation by such member.

ARTICLE XVI

Repeals and Amendments

(a) This Code of Regulation may be amended, revised, or repealed by two-thirds (6) of the Board of Trustees at any regular board meeting or at a special board meeting called for that purpose.

ARTICLE XVII

Miscellaneous

(a) Each Officer, Director, Agent, employee or volunteer of this Corporation, and any Officer, Director, Agent, employee or volunteer of any other corporation serving as such at the request of this Corporation shall be indemnified by this Corporation under the standards set by and to the fullest extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time.

(b) The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of Members or disinterested Directors of this Corporation or otherwise.

(c) The corporation assumes no responsibility, and members or their guests have no claim against the corporation or Board of Trustees, for the property of any member, or any guests, which is brought upon or left upon the corporation property.

(d) The corporation assumes no responsibility for any accidents, injuries, or damages to any person on corporation property.

Amendments January 2024

Idle Hour Swim Club and Idle Hour Swim Team Merger:

- Effective January 2024, the club adopted full ownership and management of the Idle Hour Swim Team and a merger was completed.

Addition of the following board member roles:

- Snack Bar Rep: The snack bar rep is responsible for training the snack bar staff, preparing snack bar for health inspections and maintaining the necessary certifications to run the snack bar and equipment. The rep will also evaluate costs and pricing for snack bar sales annually.
- Swim Team Rep: The Swim Team Director will be responsible for all activities associated with the swim team program. This includes holding a prospective team meeting, selecting coaching staff, deciding and ordering swim team uniforms, scheduling practices, and coordinating with other area swim teams and parents to schedule and conduct swim meets.