

## **CODE OF REGULATIONS**

### **ARTICLE I**

#### **Name**

The name of the club shall be The Mitchell Hills Club, Inc.

### **ARTICLE II**

#### **Purpose**

The purpose of this corporation shall be to conduct such Club for the better physical and social welfare of the members thereof, to enable the members to gather together for mutual benefit and enjoyment in an athletic and social club and to promote activities of a social and recreational nature and in pursuance thereof, to own and operate a clubhouse and grounds, a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, in the County of Clark, and State of Ohio, for the exclusive use of its members.

### **ARTICLE III**

#### **Government**

- Section 1.** The Club shall be managed by a Board of Trustees, ten (10) in number.
- Section 2.** At each annual meeting of active members of the Club, four (4) Trustees shall be elected from among the active members for a term of three (3) years and until their successors shall have been chosen.
- Section 3.** Any member of the Board of Trustees who shall cease to hold active membership in the Club shall cease to be a member of the Board of Trustees.

### **ARTICLE IV**

#### **Board of Trustees**

- Section 1.** Consistent with this Code of Regulations, the Board of Trustees shall:
- (a) Transact all Club business and make rules for the use of the Club property. It may appoint and remove such officers, clerks, agents or employees as it may deem necessary, and may fix their duties and compensation.
  - (b) Elect members.
  - (c) Fix, impose and remit penalties for violations of this Code of Regulations.
  - (d) Elect from the Board of Trustees a President, Vice President and a Secretary, all of whom shall serve without compensation, and a Treasurer who, at the discretion of the Board, can be compensated to a maximum of one (1) year's dues.
  - (e) If necessary, create the offices of Assistant Secretary and Assistant Treasurer and appoint one or more persons, who need not be members of the Club, to such offices.
  - (f) Constitute and appoint committees and define the powers and duties of the same.
  - (g) Fill any vacancy in the Board of Trustees to serve until the next annual meeting of active members.

- Section 2.** The Board of Trustees shall designate the bank in which the funds of the Club shall be deposited and determine the manner in which checks, drafts or other instruments for the payment of funds of the Club shall be executed. That the Treasurer or Assistant Treasurer shall sign all checks, drafts or other instruments for the payment of money drawn in the name of the Club. Should the Treasurer become incapacitated, then the responsibility for processing such signings shall fall to the President and/or Vice President. Their names shall appear on the signature card at the bank as well as that of the Treasurer and/or Assistant to the Treasurer. Exclusion: Swim Team. The Swim Team Liaison will provide a written accounting of funds to the Treasurer yearly by October 31.
- Section 3.** The Board of Trustees shall cause the books of the club to be internally audited annually by members selected by the Board of Trustees, who shall neither be Trustees nor Officers of the Club, and report of the auditors shall be available to the members at all times. Every five years, the books will be externally audited by a trained individual, who shall neither be a trustee or officer of the Club. That report shall be available to the members at all times.
- Section 4.**
- (a) The Board of Trustees shall meet at least once a month during the months of May, June, July, August, September and November and at such other times and intervals as they may deem necessary.
  - (b) Six (6) members of the Board shall constitute a quorum.
- Section 5.** Nothing in this Code of Regulations shall be construed to permit the Board of Trustees to borrow or pledge the credit of the Club or enter into lease agreements totaling in excess of \$25,000 per year and/or in excess of a five (5) year term without the specific approval of the membership at a duly held meeting announced by e-mail or regular mail. The Board will make the final decision if a quorum of the membership is not met.
- Section 6.**
- (a) Any member of the Board of Trustees may be removed from office by a two-thirds (2/3rds) vote of the membership of the club present at either an Annual Meeting or a Special Meeting called in accordance with this Code of Regulations.
  - (b) Any member who has been elected to the Board of Trustees who fails to attend 50% of the scheduled/special/annual meetings within one calendar year, without approval from the Board, will be asked by the President to step down from the Board.

## **ARTICLE V**

### **Officers**

- Section 1.** The Officers of this Club shall be the President, a Vice President, a Secretary, a Treasurer, and if deemed necessary by the Board of Trustees, an Assistant Secretary and/or Assistant Treasurer. The President, Vice President, Secretary and Treasurer shall be elected annually by the Board of Trustees from among its members, and shall hold office until the end of the first meeting of the Board of Trustees following the annual meeting of the Club. The Assistant Secretary and/or Assistant Treasurer shall be appointed by the Board of Trustees and hold

office at its pleasure.

**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 Chairpersons thereof, and all special committees, as they may be required. He/she shall be, ex-officio, a member of all committees.

**Section 3.** The Vice President, 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 and financial operations of the Club. He/she shall be, ex-officio, a member of all committees.

**Section 4.** 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 his/her office. He/she shall perform such duties pertaining to his/her office as may be asked of him/her by the Board of Trustees.

**Section 5.**

- (a) The Treasurer shall attend to keeping the accounts of the Club, collecting its revenues and paying its bills as approved by the Board of Trustees, or other agency authorized by the Board to incur them. He/she shall deposit funds of the Club received by him/her, in the name of the Club in such depository as may be authorized by the Board. He/she shall perform such other duties pertaining to his/her office as may be asked of him/her by the Board. He/she shall be bonded in an amount to be determined by the Board of Trustees.
- (b) Bills and statements for guest fees and other incurred charges will be rendered monthly on or before the 10<sup>th</sup> of the month for the preceding month, by the Treasurer to the members.
- (c) The Treasurer shall be required to allocate a minimum of twenty percent (20%) of all revenues to capital funds or vote at the annual meeting in person/proxy to waive this requirement.

**Section 6.** The Assistant Secretary and/or Assistant Treasurer shall perform such duties as may be assigned them by the Secretary or Treasurer respectively, or by the Board of Trustees.

**Section 7.** The President, Vice President, Secretary, and Treasurer shall constitute the Executive Committee of the Board of Trustees. They shall transact such business as is necessary and assume responsibilities delegated by the Board in the intervals between Board meetings.

**ARTICLE VI  
Members**

**Section 1.** Membership in the Club shall include the following classifications:

- (a) Active
- (b) Junior
- (c) Associate

**Section 2.** Active Member:

- (a) Husband and wife, or head of family. The term "Member", when used in this

- Code of Regulations, shall refer to this classification unless otherwise specified.
- (b) Active member/Social Member Status: Active member in good standing for at least 15 years. The dues shall be fifty (50%) percent of current annual dues, payable on regular dues schedule. Social Member Status is limited to ten (10%) per cent of current active membership of the Club roster at one time. Application for Social Member Status shall be in writing to the attention of the President on or before November 1<sup>st</sup> of the preceding year a member wishes to attain such status. All applications will be subject to approval by the Board and will be considered on a membership seniority basis.

**Section 3.** Junior Member: A dependent child under 21 years of age, of an active member, or a child over 21 years of age, of an active member, enrolled as a full-time student.

**Section 4.** Associate Member: A dependent or other person in the household of an active member who shall be approved by the Board of Trustees.

**Section 5.** The Board of Trustees shall vote upon each membership application at their first meeting after it has been submitted to a Board member and shall confer upon those applicants who shall be approved by the majority of the Board present.

**Section 6.** Any member of the Club may withdraw at any time and there shall be no refund of the current year's dues after June 1 or after the midpoint on the Anniversary Dues schedule. The member is responsible for the outstanding balance of their account.

**Section 7.** Any member of any classification may, for cause, and after having been given an opportunity for a hearing, be suspended for a period of not exceeding three (3) months by a two-thirds (2/3rds) vote of the members of the Board of Trustees present at any meeting thereof, or expelled by a three-fourths (3/4ths) vote of the entire membership of the Board. Cause for suspension or expulsion shall, in general, consist of violations of this Code of Regulations.

**Section 8.**

- (a) All classification of members of the club shall be accorded the facilities of the Club.
- (b) The Board of Trustees shall determine the terms and conditions upon which guests of a member may use the facilities of the Club.
- (c) Any property of the Club broken or damaged maliciously or carelessly by a member of any classification, or his/her guest, shall promptly be paid for by such member. No person shall take any article belonging to the Club.
- (d) The Club assumes no responsibility, and the members of any classification, or their guests, can have no claim against the Club for the property of members of any classification or any guests, which may be brought into the Club buildings, or on the Club grounds.
- (e) No intoxicating beverages will be sold on the Club grounds. Intoxicating beverages may be consumed in moderate amounts at any adult social function at the Club only by those participants of legal drinking age.
- (f) No person who, in the opinion of the person in charge of the pool and grounds, is intoxicated will be allowed on to the Club grounds.
- (g) The Club assumes no responsibility or liability, and members of any classification or their guests can have no claim against the Club for any accident

or injury to any person on their property.

**Section 9.** The number of memberships of the Club shall be established at 200 active members as established in Article VI, Section 2, but in the discretion of the Board of Trustees, this number may be increased, not to exceed a limit of 300 active members.

**Section 10.** The Board of Trustees, at its discretion, may re-elect a member who has resigned (subject to the membership limitations set forth in Article VI, Section 10) provided such ex-member was in good standing at the time of resignation.

## **ARTICLE VII Dues and Fees**

### **Section 1.**

- (a) The Board of Trustees, after each Annual Meeting, but before the 1<sup>st</sup> day of the next calendar year, shall establish dues and fees for the ensuing year.
- (b) Dues shall be sufficient to provide for the necessary operating expenses of the Club and the proper maintenance and improvement of its property, and such dues shall be payable January 1<sup>st</sup> of each year or on the Anniversary Date on the Anniversary Dues schedule.
- (c) The current dues shall be as stated on the Data Sheet for the ensuing year. Dues paid in full by January 31 shall be entitled to a credit in an amount established by the Board and so stated on the current Data Sheet. Three fifths (3/5ths) of a member's current dues shall be paid by March 31 or said member may be subject to a \$50.00 penalty and/or suspension of membership privileges. Current dues shall be paid in full by May 31 or said member may be subject to a \$50.00 penalty and suspension of privileges. Cart barn fees shall be paid in full by March 31 or said member may be subject to suspension of cart barn privileges. Exception: Appropriate dates for Anniversary Dues will be determined by the Board of Trustees and the Treasurer.

### **Section 2.**

- (a) In the event of the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of the dissolution of the Club, the proceeds of the sale of the property and all associated assets of the Club, after the payment of all of its just debts and obligations, will be shared by all active members in good standing.
- (b) An active member is considered to be in good standing when dues were paid in full in the last viable year of the club operation and the outstanding balance owed to the Club by the member is less than \$100.

### **Section 3.**

Any member of any classification failing to pay dues of indebtedness before the 10<sup>th</sup> day of the month following that in which a statement of his/her indebtedness shall have been sent to him/her by the Treasurer shall be notified that, if such indebtedness shall not be paid within fifteen (15) days thereafter, the delinquent may be suspended by the Board of Trustees. Any person thus suspended shall immediately be notified in writing by the Secretary of his/her suspension, and if

his/her indebtedness shall not be paid within fifteen (15) days after the sending of such notice, he/she may cease to be a member of the Club.

**Section 4.** All fees and charges mentioned in this Code of Regulations are exclusive of taxes imposed thereon by the Federal, State or other governmental bodies and agencies.

## **ARTICLE VIII Meetings**

**Section 1.**

- (a) The Annual Meeting of the Club shall be held during the month of October in each year, at such place and time as the Board of Trustees may determine.
- (b) The Annual Meeting shall be for the purpose of electing Trustees, presenting committee reports, and for the transaction of such other business as may be indicated in the Notice or may be brought before it.

**Section 2.**

Special Meetings of the Club may be called by the Board of Trustees. Also, upon the written request by twenty-five (25) members to the Secretary, stating the purpose thereof, a Special Meeting shall be called by the Secretary within 30 days.

**Section 3.**

- (a) Notice of the Annual Meeting shall be sent by mail to the members at least ten (10) days prior thereto. The Notice of the Annual Meeting shall include the names of candidates for the Board of Trustees, if available, any proposed amendments to this Code and any other business. In the event an Active member cannot attend an annual/special meeting, he/she can assign their written proxy to a member of the Board, or another Active member, to vote on their behalf.
- (b) A member may self-nominate or members may submit a name for the Board by sending a letter to the Secretary 15 days or more before the Annual Meeting with the name for the Board and five signatures of support.
- (c) Independent nominations may be made from the floor at the Annual Meeting. All Nominations must be made with the consent of the nominee.
- (d) Special Meetings of the Club may be held on ten (10) days' notice by mail to all members. Notice shall state the purpose for which the special meeting is called, and no other business shall be transacted there at.

**Section 4.**

Only Active Members shall be entitled to vote at meetings of the Club. Election shall be by ballot, in person or by proxy.

**Section 5.**

Twenty-five (25) Active Members, present in person or represented by proxy, shall constitute a quorum at all Club meetings.

**Section 6.**

Whenever in this Code of Regulations notice to members is required, the mailing of such Notices to the last known address shall constitute notice.

**Section 7.**

- (a) The Board of Trustees shall hold its first meeting following the Annual Meeting of the members in each year as promptly as practicable.
- (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 requests of two (2) members of the Board.
  - (d) Notice of the regular monthly meetings and special Board meetings shall be sent to each member of the Board at least five (5) days before the date of the meeting unless such notice is waived.

**ARTICLE IX**  
**Committees**

**Section 1.** All committees/liaisons will submit a year's end budget summary and proposed budget for the upcoming calendar year to the Treasurer by October 31 of each year.

**ARTICLE X**

**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 proceedings 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 misconduct, and except any sum paid for the Club in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of his/her duties.
- (b) The right of indemnification provided herein shall insure to each Trustee and Officer referred to in (a) whether or not he/she is such Trustee or Officer at the time of 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 question as to the meaning for proper interpretation of any of the provisions of this Code of Regulations shall be determined by the Board of Trustees.

**Section 3.** Whenever mention is made herein to the age of members, it shall be the age attained as of January 1<sup>st</sup> of the current year.

**Section 4.** This Code of Regulations may be amended by a two-thirds (2/3rds) vote of the active members present or represented by proxy at any meeting of the Club, provided at least ten (10) days notice of such amendment shall be given by regular mail or e-mail to each Club member.