

Delshire Park Community Association

Code of Regulations

(Revised in 1999, shown in [J])

ARTICLE I

The name of this organization shall be the Delshire Park Community Association, Inc.

ARTICLE II

OBJECT

The purpose for which this organization is formed is to promote and further the health, safety, education, and general welfare of its members through swimming and other recreational and social activities which the group desires to engage in, to purchase, lease or rent such facilities, services, or equipment as the organization may deem necessary to further the recreational and social desires of its members; to hold legal title to property, real, personal, or mixed, for purpose of making said property available for said use: to be operated in a purely non-profit capacity with all financial activities related to payment of maintenance and securing Association's property for welfare of the membership; to convey part of its real estate to private or public entities, so long as the conveyed real estate is not used for purposes which are detrimental to the purposes of the Association, as described herein, upon the vote of two-thirds of its Members at a special meeting of Members called and held for the conveyance to private or public entities as aforesaid.

ARTICLE III

BOARD OF TRUSTEES

SECTION 1. CONTROL. The Management of the Association shall be under the control of its Board of Trustees.

SECTION 2 . MEMBERS. The Board of Trustees shall consist of nine (9) Members, each of whom shall be an active member in good standing, or the spouse of an active member in good standing. Trustees shall be elected by those present at the annual membership meeting, for a two year period, in such a way that five (5) members are elected in one year, and four (4) members the next (except that the members shall elect the first Board of Trustees of nine resident persons who shall serve until the next annual meeting. Prior to the November 1971 annual meeting, the nine Trustees shall determine by lot, which of their five shall leave the Board at that meeting.) The newly elected Trustees shall take office immediately upon election. All trustees shall serve without compensation.

SECTION 3. TERM. No trustee, having been elected to two (2) consecutive two (2) year terms shall be eligible to serve another term as a Trustee until a period of at least one (1) year after the completion of such terms shall have elapsed.

SECTION 4. VACANCY. Any vacancy occurring/on the Board of Trustees shall be filled by a majority vote of the remaining members of the Board. The person elected by the Board shall serve until his successor shall be elected at the next annual meeting. The successor shall be elected for the remainder of the vacant term.

SECTION 5. RULES OF OPERATION. The Board of Trustees shall adopt Rules of Operation and Use for the park and recreation areas, and shall amend the same as from time to time shall be necessary. Such rules and subsequent amendments shall require the affirmative vote of the majority of the Board for adoption, and there after shall be binding on all members.

SECTION 6. EXPENDITURES. Prior to the expenditure of money for each capital improvement [(added in 1999) reimbursement for repair, contracts or agreements for long term arrangements, afflications, leases or the like] in excess of [amended and increased from \$500 in 1999] \$2500, such expenditures shall be approved by a vote of the majority of the active membership present at the meeting called for the purpose of approving such expenditure. All expenditures of less

than [amended and increased from \$500 in 1999] \$2500 must be approved by a majority of the vote of the Board of Trustees.

SECTION 7. QUORUM. ~~Six Trustees shall constitute a quorum for the transaction of business. All business shall be conducted by a majority vote of trustees present and voting.~~ [amended in 1999, new text is as follows:] The number of trustees required to constitute a quorum shall be 2/3 of the number of Trustees serving at that time.

SECTION 8. BOARD MEETINGS. The Board of Trustees shall meet at least once a month during the months of March through September, Trustees shall receive written or oral notice at least two days prior to the date of each board meeting by the secretary of the organization or his designate, unless actual notice is waived by the members.

SECTION 9. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by the President, or by not less than 3 Trustees.

SECTION 10. DUTIES. The Board of Trustees shall transact all corporate business, including but not limited to, maintenance of facilities and establishment of rules use thereof, hiring and dismissal of all paid employees establish maintenance fees or other charges; select a depository for corporate funds; [following was added in 1999]. *remit all income statement and taxes due by the Association to both the State of Ohio Department of Taxation and the Internal Revenue Service; rent and corporate properties to individuals or groups; and operate retail sales.*

SECTION 11. ANNUAL REPORT. The Board of Trustees shall make an annual written report, including an audited financial report to the membership at the annual meeting.

SECTION 12. REMOVAL OF BOARD MEMBER Removal of a member of the Board of Trustees may be made by vote of eight (8) members of the Board or a 2/3 vote of the members present and voting at any general membership meeting.

ARTICLE IV

OFFICERS

SECTION 1. ELECTION. The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer elected by the Trustees. Officers shall be elected annually by the Board of Trustees at their first annual meeting, by majority vote of the Trustees present and voting, and shall hold office until their successors are elected, unless sooner removed. All officers must be active members of the Association, but only the President and Vice President need to be members of the Board of Trustees.

SECTION 2. DUTIES OF THE PRESIDENT. The president shall preside at the membership meeting of the Association and the Board of Trustees. He or She shall appoint, subject to confirmation by the Board of Trustees, all standing committees designating the chairman thereof and all special committees as may be directed. He or She shall be ex-officio, a member of all committees, and shall be entitled to a vote. He or She shall be the chief executive officer of the Association.

SECTION 3. DUTIES OF THE VICE PRESIDENT. The Vice President shall have and exercise all powers, authority, and duties of the President during his absence or inability to act. He or She shall also act as assistant to the President and perform such other functions as her or she may be directed to perform by the Board of Trustees.

SECTION 4 DUTIES OF THE SECRETARY. The secretary shall keep the minutes of all meeting of the Board of Trustees and general membership, and any other meetings which the Secretary is designated by the President to attend, in books provided for the purpose he or she will maintain a list of current members; he or she shall perform in general all duties incident to the office of Secretary, subject to the control of the Board of Trustees. He or She shall submit such reports to the Board of Trustees as may be required.

SECTION 5. DUTIES OF THE TREASURER. The Treasurer shall receive and safely keep all money and chooses-inaction belonging to the Association. The Treasurer and President shall sign all checks and make disbursements on approved billings and voucher s unless otherwise directed by the Board of Trustees. He or She shall keep an accurate account of the finances of the Association, in books specially provided for that purpose, and hold the same open for

inspection and examination of the Trustees and any Committee or members appointed for such inspection, and shall provide abstracts of the same at annual meetings of the members or at any other meeting when requested. He or She shall be bonded at the Association's expense, in such sum and with such security as the Board of Trustees may require for the faithful performance of his or her duties; and on the expiration of his term shall deliver all money and other property of the Association in his hands to his successor or to the President.

The Treasurer may, when authorized by the President, advance not to exceed \$200 dollars to any officer, Trustee, Committee Chairman of the Association, or employee, who is required to make purchases for cash. An accounting in form of receipts and an explanation of expense from the person receiving such cash shall be made to the Treasurer in each instance.

ARTICLE V

MEMBERSHIP

SECTION 1. OUALIFICATIONS.

- A. The Board of Trustees has the authority to establish or remove membership eligibility requirements based upon geographic residence, homeownership status, or other criteria. The Board of Trustees will not establish requirements based on race, religion, color, creed, national origin, sex, or handicap.
- B. All new members will be assessed an initiation fee in addition to the annual membership dues. Initiation tee will be determined by the Board of Trustees.
- C. All new members residing outside of the Delshire/Paul Manor Subdivision must be sponsored by at least three active members who are residents of the Delshire/Paul Manor sub division.
- D. All new members must be approved by a majority vote of the Board of Trustees.
- E. "New members" shall be defined as any person or household who was not a members of record the previous year.
- F. There shall be only one membership per household.
- G. Initiation fees are not refundable.
- H. Active memberships are transferable to new owners upon sale of residence. The Board of Trustees must approve all membership transfers.

SECTION 2. CERTIFICATE OF MEMBERSHIP. The Board of Trustees shall provide for the issuance of certificates evidencing the membership in the Association, which shall be in such form as may be determined by the Board. A copy of a certification of membership shall be available upon request by any active member.

SECTION 3. MEMBERSHIP LIMITATION. Total membership shall be limited to 300 families. Membership outside of Delshire subdivision shall not exceed that percentage established annually by the Board of Trustees. However, no member will become ineligible by the subsequent action of the Board.

SECTION 4. MEMBERSHIP BOOK. The secretary shall keep a Membership book containing the names and addresses of each member and the date of admission to membership. Upon the termination of membership, the fact of termination and the date shall be recorded in the membership book.

SECTION S. ACTVIE MEMBER. An active member of this Association shall be the occupant of a member household in good standing; that is, whose dues, assessments, maintenance tees, or other financial obligations to the Association are paid when due.

SECTION 6. SUSPENSION OF PARK ASSOCIATION PRIVLEDGES. Any active member or person(s) of his household, after having been given an opportunity for a hearing may, for due cause, have his Park Association privileges suspended for a period not exceeding 30 days, by vote of six or member of the Board of Trustees. **[The following was added in 1999]** *Additionally, the Park Trustees may, by majority vote authorize the Association's salaried management to issue an immediate suspension, not to exceed 48 hours, to any person who violates the rules of the association; or to issue other consequences to said person the Board deems appropriate.*

SECTION 7. AMEDMENT TO THE ARTICLES OF INCORPORATION. At any meeting of the Members of this Association at which a least a quorum is present in person or by proxy or absentee ballot, the Articles of Incorporation may be amended by 2/3 of the Members present at the meeting, provided the notice of the meeting sets forth the text of such proposed amendment. Notice of the meeting shall be served personally, or by mail, on all members not less than

30 days before such meeting. Amendments to the Articles of Incorporation may be proposed upon recommendation in writing of any 10 members of the Association. No amendment to the Articles of Incorporation shall be filed with the Secretary of State of Ohio unless such amendment shall have been first approved by Delshire Park Community Association.

ARTICLE VI

COMMITTEES

SECTION 1. STANDING COMMITTEES. The Board of Trustees shall have the following standing committees whose chairmen shall be appointed by the President, with duties as stated, and members of such committees shall serve until successors are appointed. Such standing committees shall consist of the chairman and at least 4 active members.

- A. **DUTIES OF MEMBERSHIP COMMITTEE.** Maintain and publish by April 30th of each year, a roster of members of the Association, which roster shall show whether active in good standing or inactive. Committee shall use appropriate means as determined or approved by the Board, to collect all assessments or obligations of the members of Delshire Park Community Association. They shall recommend to other committees as necessary the proper methods of identifying and registering active members whenever such members desire to use the facilities of the Park Association during designated times.
- B. **DUTIES OF POOL COMMITTEES.** Shall exercise direct control of pool and equipment, bathhouse, pool grounds, adjacent recreational areas, and facilities. The Chairman may require the pool manager or his assistant to be present at committee meetings. The committee shall screen and recommend to the Board those persons indicating an interest in employment for the season (approximately 15 weeks) whom they consider to be the most qualified for available positions. With a 2/3 majority vote of approval by the Board of Trustees, the committee may then engage such persons for a single season at the previously agreed upon conditions, wages, etc. Except for salaries for pool employees, certain chemicals, food, beverages, and normal pool supplies, no employee shall be authorized to make an expenditure of \$50 or more of the Association's funds without prior approval of the Pool Committee Chairman. It shall be the responsibility of this committee to coordinate the efficient operation of the pool facility within the financial budget assigned by the Board. They shall also see that all rules and regulations of the Association regarding pool operation and use are enforced. This committee shall recommend to the Board of Trustees for dismissal or suspension, any employee, who, in their estimation, is not fulfilling the requirements of his job in an efficient or proper manner as established by a written statement of job responsibilities and shall see that these are carried out. Subject to Board approval, committee shall, by rule, fix terms and conditions upon which guests of members and outside groups may use pool facilities.
- C. **DUTIES OF PARK-RECREATION COMMITTEE.** This committee shall be responsible for the proper use and maintenance of all Delshire Park area facilities and equipment other than those within confines of pool area. They shall establish hours, rules, etc., and, in conjunction with the Future Planning committee, work for the betterment and development of such facilities. They may also establish subcommittees for the development and organization of sports activities, clubs, teams, etc., for children and adults. They shall not make any expenditure without approval of the Park Recreation Chairman. Subject to Board concurrence or rejection, the decision of this committee is final regarding use of all park facilities (other than the pool) by members or guests.
- D. **DUTIES OF THE FINANCE COMMITTEE.** Assist in preparation and review of financial conditions of the Park Association, and coordinate activities and recommendations with those of Treasurer, Secretary, and committee chairman. Prepare all audits of Association Financial records, when requested by the President or the Majority of the Board. This committee shall, in conjunction with the Treasurer, be responsible for the preparation of the annual budget and financial statement of the Association for submission to the Board of Trustees at least 10 days prior to the Annual meeting. Copies of the annual financial statement must be available at this meeting.
- E. **DUTIES OF THE FUTURE PLANNING COMMITTEE.** This committee shall develop long range overall plans for the best utilization and development of Park Association properties. These plans or recommendations shall be submitted to the Board of Trustees annually, or, whenever requested by the President.

- F. **DUTIES OF THE SOCIAL COMMITTEE.** This committee shall be in charge of all social activities given anywhere on Park Association property for members, their guests, or other groups, as approved by the Board of Trustees. When use of pool facilities is desired, they shall first obtain clearance from the pool committee chairman or his designate. They shall receive and submit to the Board for approval the requests of all members, member groups or non-member groups desiring to use Park Association Facilities when used at a social function. They shall insist on all facilities at social gatherings being operated within rules of Pool and or Park Recreation committees, as well as laws of local, state, and federal governments.

ARTICLE VII

MEETINGS OF MEMBERS

SECTION 1. The annual meeting of the membership of the Association shall be held between August 1st and 31st inclusively, for the purpose of electing Trustees, receiving reports, and transacting such other business as may properly come before the meeting. The notice of general membership meetings shall be delivered to each member household at least two weeks prior to such meeting date. The meeting notice shall contain a list of all topics to be presented to the membership for consideration.

SECTION 2. Each active member may vote for as many candidates as there are vacancies, with each member household entitled to one vote.

SECTION 3. Meetings shall be held at such place as the President or the Board of Trustees may designate in the call for meeting.

SECTION 4. Written notice of every meeting of the Association shall be given, by or at the direction of the person or persons authorized to call the meeting, to each member of record, directed to him at the address on file with the Secretary, at least 5 days prior to the day named for the meeting unless a greater period of notice is required by these Regulations in a particular case.

SECTION 5. When a meeting is adjourned with the intent of reconvening within eight days, it shall not be necessary to give notice of the adjourned meeting or business to be transacted other than by announcement at the meeting at which such adjournment is taken.

SECTION 6. A quorum at any meeting of the Association shall consist of at least fifty active members, provided that all members have been notified as prescribed in Section 4.

SECTION 7. The active members present at a duly organized meeting can continued to do business until adjournment, notwithstanding the withdrawal of enough active members to leave less than a quorum.

SECTION 8. A duly called meeting shall not be organized for transaction of business unless a quorum is present.

SECTION 9. If the meeting cannot be organized because a quorum has not been attained, those active members present, may, except as otherwise provided in these Regulations, adjourn the meeting to such time and place they determine, but in the case of any meeting called for the election of Trustees, those active members who attend the second of such adjourned meeting, although less than a quorum as fixed in these regulations, shall nevertheless constitute a quorum for the purpose of electing Trustees.

SECTION 10. The Annual Meeting or any special meeting called for the election of Trustees, may only be adjourned from day to day until such Trustees have been elected.

SECTION 11 . If, at any meeting, the right of any person to vote be challenged, the presiding officer shall require the books or records of the Association to be produced of the right of the person challenged to vote, and all persons who appear by such books or records to be active members may vote.

ARTICLE VIII

ELECTION OF THE BOARD OF TRUSTEES

SECTION 1. NOMINATING COMMITTEE

[Section 1 was stricken by vote in 1999]

SECTION 2. VOTING. Each active member may vote for as many candidates as there are vacancies, with each member household entitled to one vote. Voting for Trustees shall be by secret ballot.

SECTION 3. FILLING VACANCIES. Vacancies for the Board will be filled by the candidates receiving the highest number of votes. If a member votes for more candidates than there are candidates than there are vacancies, the ballot shall be considered defective and discarded.

SECTION 4. PROXY VOTING. An active member may, through a written proxy signed by him, authorize another active member, who will present at the meeting to vote for him on proposals for amendments to the Code of Regulations. However, such person so authorized, must submit the written proxy to the secretary, for approval, before voting.

ARTICLE IX

DUES AND ASSESSMENTS

SECTION 1. ANNUAL DUES. All members shall pay such annual dues and assessments and such use charges as shall be established by the Board of Trustees.

SECTION 2. SPECIAL ASSESMENTS. The membership may, from time to time, by a majority vote of the membership present at any duly called annual or special meeting, vote special assessments for the maintenance, repair, upkeep, repaving, resurfacing, of the areas owned by the Association and the beautification thereof, or for such other purposes as the members shall, from time to time determine. The assessments shall not exceed the sum of \$100. This limitation on the amount of the special assessment may be increased only upon the vote of 2/3 of the active membership at a special meeting held for that purpose, notice of which has been given provided.

ARTICLE X

MISCELLANEOUS

SECTION 1. INDEMNIFICATION.

- A. Each person who acts as a Trustee or Officer of the Association shall be indemnified by the Association against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Trustee or Officer of the Association, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable of gross negligence or will full misconduct in the performance of his duties. The right of indemnification provided herein shall insure to each Trustee or Officer referred to in (a), whether or not he is such Trustee or Officer at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his or her legal representative.

SECTION 2. CORPORATE BOOKS AND RECORDS. Corporate books and records shall be open to inspection by members and such inspection shall take place at the customary place of keeping said records at the convenience of the Secretary within 30 days of the request of the member(s).

SECTION 3. RULES OF PROCEDURE. Unless otherwise provided for by law, by the certification of incorporation, or by this Code of Regulations, rules of procedure governing meeting of members of the Association or the Board of Trustees, shall be those of Robert's Rules of Order, as revised from time to time.

SECTION 4. SINGULAR INCLUDES PLURAL. Wherever in the Codes of Regulations reference is made to the singular or the masculine, such reference shall apply to the plural and the female gender with equal force wherever the context requires the same.

SECTION 5. COVENANTS. That the Association will diligently preserve its corporate rights and franchises now owned or hereafter acquired; that it will not go into voluntary bankruptcy or insolvency without prior approval of at least 75% of its active members. That the Association will keep proper books and records and therein make full, true and proper entries of all its business and affairs; said books and all documents relating to the business will be kept in a safe place. That the Association will at all times maintain and keep its buildings and properties in good condition and repair so that the purposes of the club may at all times be properly conducted.

SECTION 6. DELSHIRE/PAUL MANOR SUBDIVISION. Wherever in the Code of Regulations reference is made to Delshire or Delshire Subdivision, such reference shall apply to Paul Manor with equal force.

ARTICLE XI

AMENDMENTS

SECTION 1. PROPOSALS. Proposals for amendment to this Code of Regulations may be sponsored as follows:

By either;

- A) A written petition signed by at least 75 active members; or;
- B) By a 2/3 vote of the Board or Trustees.

All proposals must be submitted in writing to the Secretary 30 days in advance of the regular or special meeting of the placement on the meeting agenda for discussion. Approval of 2/3 of the active membership of the Association shall be required to adopt any amendments to the Code of Regulations.

SECTION 2. ABSENTEE BALLOTS. An active member may, through an absentee ballot properly completed and signed by him, cast their vote on proposals for amendments to this Code of Regulations with full force and effect as if done in person at the meeting held for such purpose, provided said ballot is delivered to the secretary prior to the start of the meeting.