

CODE OF REGULATIONS

NORTHWEST SWIM CLUB, INC.

Definitions:

- Owner-Those purchasing a Certificate of Ownership. Includes all living in the same household. All Certificate holders in good standing are equal-part owners of the Club.
- Member-Those who have paid annual dues, or, relating to those in a sub-group of Owners serving on a committee etc.

ARTICLE 1 Purpose

Section 1. To engage, on a nonprofit basis, for the use and benefit of its Owners. a. In any activity in connection with the procurement, construction, operation and maintenance of recreational facilities and supplies. b. In buying, acquiring, renting, exchanging, leasing and otherwise dealing in and with, at wholesale and retail, either as principal or agent, or on consignment, commission or otherwise, any articles, supplies, commodities or things as may be necessary or useful in establishing and conducting a community recreation and a community improvement program. c. In giving instruction to, and conducting classes for, children and adults in all forms of skills, crafts, and recreation, including, but not limited to, instruction in safety, life saving, and first aid.

Section 2. To acquire by purchase, lease or otherwise, and hold, own, use, sell, mortgage, pledge or otherwise deal in real or personal property, wherever situated, as may be necessary for the purpose of said corporation.

Section 3. To borrow money without limitation, to draw, make, execute, issue, accept, endorse, transfer, with or without recourse, and deliver notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments or other evidences of indebtedness, whether negotiable or non-negotiable and to secure the same by mortgage, pledge, deed of trust or otherwise; and to sell, pledge, mortgage, encumber or otherwise deal in and with any of said instruments or other evidences of indebtedness to any person, firm or corporation including any federal or state bank or agency now or hereafter authorized to accept, hold, own, purchase or otherwise deal in and with any of said instruments or other evidences of indebtedness. To file all documents with the necessary regulatory agencies concerning securities issued.

Section 4. To do any and all acts and things and carry on any and all business incidental to the foregoing; and to have and exercise all the powers conferred by the Ohio Non-Profit Corporation Law.

ARTICLE II Ownership

Section 1. Qualification and Rights. The Ownership of this corporation shall consist of one class. Any person who has attained the age of eighteen years, demonstrated an interest in the primary purpose of the Club, and qualifies as otherwise provided in this Code of Regulations shall be eligible for a Certificate of Ownership in the Club. Persons who are permanent residents of the household of an Owner are entitled to participate in Club recreational and competitive activities and to serve on various Club committees and the Club's Board of Trustees.

1.1 Procedure. Membership area shall mean that area which encompasses all of Franklin County, Ohio and any contiguous county. A person desiring to become an Owner and hold a Certification of Ownership evidencing such membership must reside inside the membership area and submit a written application in such form as the Board of Trustees may prescribe. a. A majority vote of the Board of Trustees shall be required for acceptance of an applicant for Ownership. b. The applicant shall pay the then prevailing initiation fee established by the Club's Board of Trustees.

1.2 Provisional Customers. The Board of Trustees may accept provisional customers on a seasonal basis providing that the total head count of members and the permanent residents in their household does not exceed three

thousand, six hundred. The cost of the membership will be current annual dues plus a processing fee. Provisional customers are for a one-year term, do not provide any ownership or voting rights and must be approved by the Board of Trustees.

Section 2. There shall be not more than nine hundred annual Ownership Certificates outstanding at any time, unless this number is increased by a vote of a majority of the Owners present in person, through use of authorized communication equipment, or by proxy.

Section 3. Suspension or Termination of Ownership. All rights of an Owner in the business, property, assets, and affairs of the corporation may be suspended or terminated by a vote of a majority of the Board of Trustees for any of the following reasons:

- a. Violation of these regulations.
- b. Violation of the operating rules and regulations currently in effect.
- c. Non-payment of annual membership fees or other indebtedness to the corporation.
- d. Any action or conduct of an Owner or a person of his household deemed by the Board of Trustees to be prejudicial to the best interests of the corporation. However, before any action may be taken by the Board of Trustees, the Owner shall be given at least ten days written notice of any charges and an opportunity to be heard by the Board of Trustees. During suspension, an Owner or any person in his household may be refused admittance to the club grounds and refused use of corporate facilities.

Section 4. An Owner who does not pay his annual dues and desires to join the following year can do so only upon approval by the Board of Trustees.

Section 5. Refund. When any Owner moves outside the membership area, and makes application for refund, the Board of Trustees shall place his name (her name) on a Refund Waiting List. The name of the first Owner who, as determined and approved by the Board of Trustees, moves outside the membership area and makes application for refund, shall be assigned an Ownership Application Number and placed first on the Refund Waiting List. The name of each next succeeding Owner who, as determined and approved by the Board of Trustees, moves outside the membership area and makes application for refund, shall thereafter be assigned a Refund Application Number and placed on the Refund Waiting List. Refund shall be made to the lowest Refund Application Number Holder only as a new Certificate of Ownership is purchased and issued so as to replace it.

Section 6. Transfer of Ownership. Any Owner, his executor, administrator or personal representative may, upon proper application to the Board of Trustees and with the consent and approval of the Board of Trustees, transfer his Ownership to the purchaser or lessee of his residence or to any permanent resident of his household, if such person qualifies for Ownership as otherwise provided in this Code of Regulations.

Section 7. Re-Admission. A person whose Ownership has been terminated for any reason may be readmitted to Ownership in the corporation in the manner as provided in Section 1. The Board of Trustees may give special consideration to a person, previously an Owner in good standing, returning to reside in the membership area.

Section 8. Divorce Policy Procedure. In the event of the divorce or dissolution of marriage of an Owner, the Board of Trustees may follow either of the following courses of action:

- a. If the spouses in the Owner household agree among themselves as to the division of any applicable refund and which spouse shall retain the rights to Ownership in the Club, the Board may follow their wishes; however, all such agreements shall be in a writing acceptable to the Northwest Swim Club and shall be signed by both spouses. Nothing herein shall be construed as a waiver of any other requirement for refunds or to permit more than one household to use the facilities on the same certificate.
- b. The Board of Trustees may, in its complete discretion, cancel the Ownership and tender each former spouse one-half (1/2) of their initiation fee to be applied toward the purchase of a new Club Ownership in their individual names. Nothing herein shall be construed to apply to Certificate of Ownership issued to

unmarried persons. An Agreement by the former spouses shall not prevent the Board of Trustees from proceeding in accordance with this subsection.

ARTICLE III Meetings of Owners

Section 1. Meetings - Where Held. All meetings of Owners shall be held within a 25-mile radius of the Club's principal address or by authorized communication equipment

Section 2. Regular Annual Meetings. The regular annual meeting of Owners shall be held no later than March 31 of each fiscal year commencing in 1973 at a time and place as fixed by resolution of the Board of Trustees.

Section 3. Special Meetings. Special meetings of Owners may be called by the following: a. The President, Vice President, or a majority of the Board of Trustees acting with or without a meeting: b. 10% of the Owners in good standing. Upon request in writing, by registered mail, authorized communication equipment, or delivered in person, to the President by any person or persons entitled to call a meeting of Owners, it shall be the duty of the President or Secretary forthwith to give notice to Owners as provided in Section 4 of this article and if notice shall not be given, then the person or persons making such request may give notice to Owners.

Section 4. Notice of Meetings. A written or printed notice of each regular or special meeting, stating the time, place, and the purpose thereof, shall be delivered in person or by authorized communication equipment, or mailed to each Owner of record as of the day next preceding the day on which notice is given. At least ten days prior notice of any meeting shall be given. No notice of any meeting which is adjourned to another time or place need be given if the time and place are announced at the meeting at which adjournment is taken.

Section 5. Waiver of Notice. The attendance of any Owner at any meeting, in person, by means of authorized communication equipment, or by proxy, without protesting prior to or at the commencement of the meeting the lack of proper notice of such meeting, shall be deemed to be a waiver of notice of the meeting.

Section 6. Quorum. Ten percent of the Owners, present in person, by means of authorized communication equipment, or by proxy, at a meeting of the Owners, shall constitute a quorum for the transaction of business at that meeting, but if at any regular or special meeting of the Owners, or at any adjournment thereof, such a quorum be not present, then a majority vote of the Owners present, in person, by means of authorized communication equipment, or by proxy, shall constitute a quorum for the purpose of adjourning a meeting until a quorum competent to act on any matter or proposal is present.

Section 7. Voting. a. Who entitled to vote: Only an Owner holding a Certificate of Ownership listed on the books of the corporation in good standing shall be entitled to vote at any regular or special meeting of Owners. Each Certificate of Ownership shall be entitled to only one vote, regardless of the number of permanent residents in each Owner's household, but any one adult permanent resident of the Owner's household may cast the vote. Such one vote may be made in person, by authorized communication equipment, or by proxy for each Trustee to be elected at such meeting and on any other business that may properly come before the meeting. b. Voting by Proxies: A Owner may, through a written proxy, authorize another Owner to vote in his stead and to represent him at one or more Owners, meetings or any adjournments thereof, whether regular or special meetings, but such proxy must be filed with the Secretary of the corporation before the person authorized thereby may exercise his rights there under. A vote in accordance with the terms of a duly filed proxy shall be valid notwithstanding the previous death of the principal or the revocation of the appointment, unless notice in writing of such death or revocation shall have been received by the Secretary of the corporation or such revocation is made in open meeting before the vote is taken or the authority granted is otherwise exercised; provided, however, that no proxy shall be valid after the expiration of eleven (11) months after date of its execution. Unless the writing appointing a proxy otherwise provides: (1) the presence of an Owner at a meeting shall not operate to revoke a writing appointing a proxy; (2) an Owner, without affecting any vote previously taken, may revoke such writing not otherwise revoked by giving notice to the Secretary in writing or in open meeting. c. Tabulation: Passage on all

issues, other than election of Trustees, shall be based on a majority of votes cast unless otherwise provided herein.

Section 8. Owner's Action. The Owner may take action, without a meeting, upon written consent as provided in Section 1702.25, Ohio Revised Code.

Section 9. Inspectors of Election. Whenever fifty Owners or their proxies entitled to vote at a meeting of Owners shall request the appointment of inspectors of election, a majority of the Owners present, in person, by means of authorized communication equipment, or by proxy, at such meeting and entitled to vote thereat shall elect three inspectors. Inspectors must be Owners. The inspectors of election shall determine the existence of quorum, the authenticity, validity and effect of proxies, votes, ballots, assents or consents, hear and determine all challenges and questions in any way arising in connection with the vote, count and tabulate all votes, assents and consents, determine and announce results. The decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all three. If requested to do so, the inspectors shall make a report in writing of any challenge, question or matter determined by them and make and execute a certificate of any facts found by them. The certificate of the inspectors shall be prima facie evidence of the facts therein stated and of the vote as certified by them.

Section 10. Order of Business. At all Owner meetings, the order of business shall be as follows, unless changed by a majority vote of the Owners present in person, by means of authorized communication equipment, or by proxy at such meeting:

1. Presentation of minutes of preceding meeting and taking action thereon;
2. Presentation and consideration of reports and statements -- report of President, Secretary, Treasurer, and of any committee;
3. Election of Trustees (at annual or special meeting called for that purpose);
4. Old or unfinished business;
5. New business;
6. Adjournment.

ARTICLE IV Fiscal Year

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year but the Board of Trustees shall have the power to change such fiscal year.

ARTICLE V Trustees

Section 1. Number and Powers of Trustees:

- a. The corporate powers, business and property of the corporation shall be exercised, conducted and controlled by a Board of fifteen (15) Trustees except as otherwise required by statute, the Articles of Incorporation or these Regulations with regard to action required to be taken or otherwise approved by the Owners.
- b. The Board of Trustees may adopt and enforce reasonable rules and regulations not in conflict with the law, the Articles of Incorporation or this Code of Regulations for the government of Owners and the control of the Corporation's property, which rules and regulations, when posted in a conspicuous place on property owned or operated by the Corporation or when mailed to each Owners at his physical or electronic address as shown on the books of the Corporation, shall be binding upon the Owners and others using corporate property or facilities.
- c. The Board of Trustees, through their duly appointed agents, may enforce the rules and regulations provided for in (b) of this Article, and may prescribe reasonable penalties for violations, which penalties may include,

but are not limited to fines and suspensions of the privilege of participation in the activities and services of the corporation.

Section 2. Qualifications and Nomination.

- a. Only nominated candidates who consent to serve as Trustees prior to the balloting, shall be eligible for election. Trustees shall be elected by ballot, and the candidates receiving the highest number of votes shall be elected as Trustees.
- b. Candidates for Trustee may be nominated by a Nominating Committee appointed by the Board.
- c. Candidates for Trustee may also be nominated by Petition signed by a minimum of twenty (20) Owners, which Petition to be effective shall be filed with the Secretary of the corporation at least twenty (20) days preceding the date of the regular or special meeting or the date of any such adjourned meeting at which the election is to be held.
- d. Candidates for Trustee may be nominated from the floor by Owners present in person or by means of authorized communication equipment at the regular or special meeting at which the election is to be held. e. Notice of the names of those nominated pursuant to paragraphs (b) and (c) hereof shall be included in the notice to be given of such meeting at which the election is to be held.

Section 3. Election and Term of Office. Trustees shall hold office for three (3) years and until their successors are elected and qualified, provided that one-third of the first Board of Trustees elected pursuant to these regulations shall hold office only until their successors are elected and qualified at the first annual meeting of Owners next succeeding their election; one-third shall hold office until their successors are elected and qualified at the second annual meeting succeeding their election; and the remaining one-third shall hold office until their successors are elected and qualified at the third annual meeting succeeding their election. Any member of the Board of Trustees may be removed upon the affirmative vote of at least two-thirds of the remaining Trustees, due to malfeasance or misfeasance in the performance of his duties. Any member of the Board of Trustees shall automatically be removed upon termination or suspension of his Ownership in the corporation.

Any vacancy occurring for any reason whatever may be filled for the unexpired term thereof by a majority vote of the remaining Trustees.

Section 4. Indemnification. Each Trustee or officer now or hereafter serving the corporation, and the respective heirs, executors, and administrators of each of them, shall be indemnified by the corporation against all costs, expenses, judgments, and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding, in which he is or may be made a party by reason of his being or having been such Trustee or officer, or by reason of any action alleged to have been taken or omitted by him as such Trustee or officer, whether or not he is a Trustee or officer at the time of incurring such costs, expenses, judgments, and liabilities, except in relation to matters as to which he shall be finally adjudged without right of further appeal, in such action or proceeding to have been liable for gross negligence or willful misconduct in the performance of his duty as such Trustee or officer. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such Trustee or officer may be entitled as a matter of law.

Section 5. Quorum. Nine Trustees present, in person, by means of authorized communication equipment, or by proxy, at a meeting shall constitute a quorum for the transaction of business at that meeting. All questions shall be decided by a majority vote, unless otherwise herein provided.

Section 6. The Trustees may take any action without a meeting, upon written consent as provided in section 1702.25, Ohio Revised Code.

Section 7. Meetings. The Board of Trustees shall meet when called, at whatever reasonable time and place is specified in the call and may also meet by authorized communication equipment. The call may be given by the Board at any of its own previous meetings, or by the President, Vice President, or any two Trustees.

Section 8. Notice. The Secretary shall give notice of each meeting to each Trustee a reasonable time before said meeting. Such notice may be given by e-mail or by telephone, either by talking to the Trustee personally or by leaving a message at his place of business or with an adult Owner of his household. If the meeting is called for a special purpose, said purpose shall be specified in the notice. If the election of an officer or trustee, or the removal, suspension or disciplining of an officer, trustee, Owner or employee is contemplated for consideration at said meeting, that fact shall be specified in the notice.

Section 9, Waiver of Notice. The attendance of a Trustee at any meeting, in person, by means of authorized communication equipment, or by proxy, without protesting prior to or at the commencement of the meeting the lack of proper notice of such meeting, shall be deemed to be waiver of notice of the meeting. Any trustee who fails to attend a board meeting at which action to remove said trustee is contemplated, shall be deemed to have waived notice of that fact if he received notice of said meeting and did not attend it.

ARTICLE VI Executive or Other Committees of the Board

Section 1. Executive or Other Committees of the Board. The Board of Trustees by vote of majority of the Board may appoint or elect an Executive Committee of not less than four (4) persons from its own number, who shall have charge of the management of the business and affairs of the corporation in the interim between meetings of the Board of Trustees, and may exercise all powers of that body during such interim, but shall, at all times, be subject to any instructions issued by the Board of Trustees. Such Executive Committee shall from time to time, make a report of its acts and transactions to the Board of Trustees. Vacancies occurring in such Committee may be filled only by vote of a majority of the Board of Trustees. Such other committees of the Board may be appointed or elected as may be provided by resolution of the Board of Trustees. The act of a majority of the Executive Committee of any other committee of the Board shall be effective in all respects as the act by writing signed by all of its members without a meeting.

ARTICLE VII Executive Officers

Section 1. Executive Officers. The executive officers shall be a President, one or more Vice Presidents, Secretary, Treasurer and such assistant vice presidents, secretaries, treasurers, and other officers as the Board of Trustees may appoint or provide by resolution from time to time. The President must be a member of the Board of Trustees. All of the above officers, other than those appointed or provided by resolution, shall be chosen by the Board of Trustees at a regular annual meeting of the Board. Officers appointed or provided by resolution of the Board of Trustees may be re-appointed or continued in office by resolution of the Board of Trustees. The officers shall hold office until the date prescribed for the next regular annual meeting of the Board of Trustees and until their respective successors are elected or appointed and qualified; provided, however, that any officer may be removed from office at any time by vote of at least two-thirds of the entire Board of Trustees. If, for any cause, there be no regular annual meeting of the Board of Trustees, or if such meeting be held and no one be elected (or re-elected) to one or more of the offices, the omitted election may be held in the manner above described at any other meeting of the Board of Trustees if such meeting be duly called as a special meeting for that purpose, or if each member of the Board of Trustees shall be present or shall waive in writing the call and notice thereof. Within thirty (30) days following the termination of his or her term, whether by removal, resignation, expiration of the specified term of office or otherwise, each such executive officer shall turn over any and all documentation relating to the performance of his or her duties, as well as any property of the corporation in his or her custody or control.

ARTICLE VIII Duties of Officers

Section 1. President. The President shall preside at all meetings of the Owners or of the Board of Trustees and sign the records of such meetings at which he shall preside. The President shall be the chief executive officer of the corporation and shall exercise general supervision over the business of the corporation, and its officers, in accordance with the laws of the State of Ohio, Articles of Incorporation and Code of Regulations, and subject to the direction and control of the Board of Trustees. He shall have the power and authority to execute on behalf of the corporation any and all contracts or other instruments and papers to which the signature of the corporation is to be attached; and sign all Certificates of Ownership, or any debentures, notes or other securities of the corporation; provided, however, a facsimile of his signature may be printed, engraved, or stamped on Certificates of Ownership or any debentures, notes, or other securities of this corporation. He shall exercise the discretion and perform generally all of the duties incident to the office of President and such other and further duties as may from time to time be required of him by the Owners or by the Board of Trustees.

Section 2. Vice Presidents. The Vice President shall have such powers and perform such duties as may be assigned to them from time to time by the President and approved by the Board of Trustees. The Vice President designated by the President or the Board of Trustees shall act for the President in the absence or disability of the President.

Section 3. Secretary. The Secretary shall issue notices and maintain the official records of all meetings of the Owners and the Board of Trustees and such records shall be attested by him or by such other person as shall have acted as secretary of such meeting in the case of his absence. He shall have charge of the minute books and membership books of the corporation and shall issue and attest all debentures, notes, or other securities of the corporation; provided, however, a facsimile of his signature may be printed, engraved or stamped on Certificates of Ownership or any debentures or other securities of the corporation. The Secretary may sign and attest on behalf of the corporation all authorized contracts, instruments and papers necessary in carrying on the business of the corporation, and shall perform such other and further duties as may from time to time be required of him by the President and approved by the Board of Trustees.

Section 4. Treasurer. The Treasurer shall maintain custody of all funds, securities and properties of the corporation; direct the receipt and deposit of all funds and securities and payment of all authorized disbursements; direct the administration of all accounting activities of the corporation; furnish financial reports of the corporation as required; and shall perform such other and further duties as may from time to time be required of him by the President and approved by the Board of Trustees. On ceasing to hold his office, the Treasurer shall turn over and deliver either to his successor or the President or the Board of Trustees all funds, securities, papers, books and property of the corporation of whatsoever nature in his possession or under his control.

Section 5. Bond of Officers and Employees. Any Trustee, officer or employee of the corporation handling funds or negotiable instruments, or any other property of the corporation shall furnish bond in such amounts and with such surety or sureties as may be required by the Board of Trustees. The expense of any such bond shall be paid by the Corporation.

ARTICLE IX Plan of Operation

Section 1. Except as otherwise provided by law, no profit of this corporation shall inure to the benefit of any Owner, Trustee or officer, but all savings, margins and profits resulting from the business transacted by the Owner with the corporation and not needed to pay operating expenses, principal and interest on borrowed capital,

bonds, notes, etc., and to maintain reasonable operating reserves, may be used to expand the recreational facilities and services of the corporation for the benefit of its Owners and the community.

ARTICLE X Members and Guests, Fees and Assessments

Section 1. Fees and Charges. The Board of Trustees shall establish annual membership fees and other charges.

Section 2. Guests and Fees. The Board of Trustees shall establish annual rules and fees for the admission of guests on a limited basis when accompanied by a member.

Section 3. Assessments. Assessments may be made and levied on the Owners by the affirmative vote of two-thirds of the Owners present, in person or by proxy, at any annual meeting or special meeting called for that expressly stated purpose.

ARTICLE XI Copies

Section 1. Copies. The holder of any Certificate of Ownership can obtain a copy of the Code of Regulations upon written request and the payment of postage and reasonable photocopying as may be set by the Board of Trustees.

ARTICLE XIII Amendments

Section 1. Amendments. The Code of Regulations may be amended, changed or repealed by a majority of the Owners present, in person, by means of authorized communication equipment, or by proxy, at any regular or special meeting of Owners called for that expressly stated purpose.