

THE BYLAWS OF
FALLEN TIMBERS FAMILY RECREATION CLUB Inc.

Adopted: May 15, 2022

ARTICLE I: NAME

This non-profit organization is incorporated under the laws of the State of Ohio as Fallen Timbers Family Recreation Club Inc. (hereinafter the “Club” or “FTFRC”).

ARTICLE II: PURPOSE

The purpose for which this Club is formed is to provide recreational opportunities for the exclusive use of owners and their guests.

ARTICLE III: OWNERSHIP

Section 1- Ownership

The Owners shall be all of those persons who are stockholders in good standing and their family unit in good standing. Family Unit is defined as all persons living in the same household to which the stock has been assigned and owner’s children, under the age of 25 who are not married, regardless of where they reside.

Section 2 – Ownership Limit

Ownership in this Club shall be limited to 350 voting Owners as defined by the Club’s Special Use Permit with the City of Waterville.

Section 3 – Selection of Owners Application Procedure

Anyone wishing to join the Club shall complete an ownership application available from the Director of Ownership. The application and all annual dues and applicable assessments must be returned to the Director of Ownership.

A. Approval by Board of Trustees -The Board of Trustees shall vote on each applicant after receiving the recommendation of the Director of Ownership. Ownership shall be conferred upon those applicants who shall be approved by a majority of the members of the Board of Trustees

B. Privileges of Applicants - Full access to facilities shall commence on the day in which the applicant is approved. Notification of such shall be made by the Director of Ownership.

Section 4 – Record of Ownership

The Director of Ownership shall keep an ownership book containing the name and address of each Owner of the Club and the date of admission to ownership, as well as the date of termination or transfer

of such ownership for whatever reason.

Section 5 - Code of Conduct

All Owners and their guests shall be required to adhere to the Club Rules and Regulations which shall be published on ftfrc.com and at a designated location on the grounds of the Club.

Section 6– Disciplinary Action

Any Owner may, for just cause, be suspended or ownership revoked by a unanimous vote of the Board of Trustees. The length of the suspension and/or restitution shall be determined by the Board of Trustees.

Section 7 - Lifetime Membership

From time to time, the Board may offer a limited number of prepaid lifetime memberships. The Board shall set the price for lifetime membership as it deems appropriate. The Board shall consider the Club's Special Use Permit when issuing lifetime memberships.

Lifetime members shall not be stockholders and will therefore not hold voting privileges or be eligible for Board positions. Lifetime members shall be subject to annual work hour requirements as described in Article IX. Failure to complete work hour requirements or remit the stated fee could result in termination of the lifetime membership without a refund. Lifetime members and their household members and guests shall be subject to Club Rules and Regulations. Failure by the lifetime member, their household members or their guests to comply with the Club Rules and Regulations could result in termination of the lifetime membership without a refund. Any lifetime member may, for just cause, be suspended or have their membership revoked by a unanimous vote of the Board of Trustees. The length of the suspension and/or restitution shall be determined by the Board of Trustees.

ARTICLE IV: VOTING RIGHTS & MEETINGS

Section 1 – Voting Rights of Owners

Owners whose dues are fully paid, or who have arranged for and are current with payment plans in writing with the Treasurer, shall be entitled to one vote per ownership on each matter properly submitted to the Owners for their vote, consent, waiver, release, or other action. Owners shall be entitled to vote either in person or by proxy. Any Owner who certifies their inability to attend the voting meeting may vote by proxy. Requirements and forms necessary for voting by proxy shall be communicated by the Secretary at such time that the Owners are notified that a matter has been submitted for vote.

Section 2 – Annual Meeting

The Annual Meeting of the Club shall be in May at such place and time as the Board of Trustees may determine.

The Annual Meeting shall be held for the purpose of election of officers and trustees, the presentation and consideration of committee reports and the transaction of such other business as may be indicated in

the notice of the meeting in Article V Section 3 or which may be brought before the owners. Newly elected officers, trustees or committee chairs shall become “active” at the close of the pool season.

Section 3 – Special Meetings

Special meetings of the Club may be called by any of the following:

- A. The President of the Board of Trustees
- B. The Trustees by action at a meeting, or a majority of the Trustees acting without a meeting; or
- C. 10% of voting Owners

Section 4 – Notice of Meetings

Written notice stating the time and place of all annual and special meetings shall be served to each voting owner either by personal delivery, mail, or email and posted on the website not less than 10 nor more than 60 days before the date of the meeting by the President or Secretary of the Club. If such notice is mailed, it shall be addressed to the Owner at his/her address as it appears on the records of the Club. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 5 – Quorum

If notice of the meeting was given consistent with Article IV, Section 4, then at least 10% of the Owners shall be present to constitute a quorum for such meeting.

If notice of the meeting was not given consistent with Article IV, Section 4, then at least 25% of the total Owners shall be present to constitute a quorum for such meeting.

The affirmative vote of a majority of Owners so represented at such meeting shall be required for the authorization or taking of any action voted upon, unless a greater number or fraction or percentage of the whole is required by law or by the Bylaws of the Club. In the event of a tie, the Board shall cast the deciding vote. The Board’s vote shall be determined by the vote cast by the majority of the Board members. If the majority of the Board is not present, the Board shall vote as soon as reasonably possible following the meeting.

ARTICLE V: BOARD OF TRUSTEES

Section 1 - Officers of the Club & Respective Duties

The Club shall be managed by a Board of Trustees (“Officers”); five (5) in number: the President, the Vice President, the Secretary, the Treasurer and the Director of Ownership. The Board of Trustees shall be vested with all the power and authority necessary to carry out the purpose of this Club. A quorum shall be three (3) trustees. Each Trustee shall have only one (1) vote per position.

The President shall preside at the meetings of the Club and the Board of Trustees and shall be Chairman of the Board of Trustees. The President will be an administrator of the Club. The President

shall be, ex officio, a member of all committees.

The Vice-President in the absence or disability of the President, shall act in his stead. Vice-President shall, under the direction of the President, attend to the business and financial operations of the Club. Vice-President shall be, ex officio, a member of all committees. Vice-President shall be responsible for an annual review of all insurance policies maintained by the Club. This individual shall be responsible for the collections of delinquent owner accounts for the Club.

The Secretary shall keep all books and records of the Club, including corporate minutes. The Secretary shall keep the minutes of all meetings of the general ownership and the Board of Trustees, and such other committee meetings as directed by the President. The Secretary shall send out the notices of the meetings of the Club and of the Board of Trustees and may attend to the correspondence pertaining to his/her office as may be asked of him/her by the Board of Trustees. The Secretary shall also maintain the ownership listing. The Secretary shall work with the Webmaster to maintain/update owner email addresses and develop Club communication materials.

The Treasurer shall attend to the keeping of the accounts of the Club, collecting its revenues and paying its bills as approved by the Board of Trustees. The Treasurer shall deposit funds of the Club received by him in the name of the Club in such depository as may be authorized by the Board. The Treasurer shall perform such other duties pertaining to his/her office as may be asked of him/her by the Board.

The Director of Ownership shall be responsible for all applications, sale of shares of stock, record keeping of certificates, ownership database and the proper procedures for transferring the stock certificate.

Section 2 – Election of Trustees

At each annual meeting of the Club that shall occur, Trustees shall be elected by the Owners for a two-year term. The position of President, Secretary, and Director of Ownership shall be elected on the odd years with Treasurer and Vice President elected in the even years.

Section 3 – Removal from Office

A Trustee may be removed from office for good cause by a 75% vote of the Owners of the Club attending a meeting duly called for this purpose. Any trustee who shall cease to hold ownership in the Club or fails in any 12-month period to attend two thirds of the Board of Trustees' meetings as to which proper notice was given for such meeting, shall cease to be a member of the Board of Trustees.

Section 4 – Vacancies

If any Trustee dies, resigns or is removed from office, the remaining Trustees shall fill such vacancy for the balance of the unexpired term by a vote of the majority of their number within 60 days of the vacancy. In the event of a tie the Operations Chairperson shall cast the deciding vote.

Section 5 - Necessary Meetings

The Board of Trustees shall meet at least quarterly and more often as the Board of Trustees shall determine necessary to ensure proper oversight and management of the Club.

Section 6- Review of Decisions of the Board of Trustees

All decisions and actions of the Board of Trustees are subject to review of the ownership and may be modified or rescinded by a majority vote of the Owners. Meetings called for such a purpose shall be governed by the rules of Article IV.

Section 7 - Indemnification of the Board of Trustees

The Club shall indemnify each person, who is or was a Trustee, ex officio Trustee or officer of the Club, against any and all liability and reasonable expense that may be incurred in connection with or resulting from any threatened, pending, or completed action, claim, suit or proceeding whether civil, criminal, administrative or investigative, in which he may become involved by reason of his being or having been a Trustee, ex officio Trustee, or officer of the Club, or by reason of any past or future action, taken or not taken in his capacity as such Trustee, ex officio Trustee or officer, whether or not he continues to be such at the time such liability or expense is incurred, provided that such Trustee, ex officio Trustee, or officer acted in good faith, in what he reasonably believed to be in the best interests of the Club, and provided further, that he had no reasonable cause to believe that his conduct was in violation of any criminal statute, ordinance or otherwise unlawful. As set forth in this article, the terms “liability” and “expense” shall include, but not be limited to, counsel fees, proper expenses and disbursements, and amounts of judgments, fines, or penalties, court costs, amounts paid in settlement by such Trustee, ex officio Trustee, or officer of the Club. In the event that a question arises as to whether or not such Trustee, ex officio Trustee, or officer of the Club has met the standard of conduct here in above set forth in this article, such question shall be determined conclusively by a majority vote of a quorum of the Board of Trustees consisting of Trustees not involved in such claim, action suit or proceeding. The Club shall indemnify said Trustee, ex officio Trustee, or officer of the Club, in case any such threatened or pending action, claim, suit, or proceeding is terminated or reduced to judgment or settled by agreement of the parties thereto, such indemnification to include counsel fees, court costs, and other expenses reasonably incurred by him in any amount paid in settlement, upon approval of said settlement by a majority vote of a quorum of the Board of Trustees consisting of trustees, ex officio Trustees, or officers, shall apply with equal force and effect to the executor, administrator, and estate of any deceased Trustee, ex officio Trustee, or officer. The indemnity herein provided and to be provided by the Club to the Trustees, ex officio Trustees, or officers shall apply with equal force and effect to each person who is or was serving, at the request of the Club as a Trustee, Director, or officer of another Club, non-profit or for profit, partnership, joint venture, trust, or other enterprise. The Club may purchase and maintain insurance: 1) To indemnify Trustees, ex officio Trustees, and officers under the provisions of this article, 2) To indemnify Trustees, ex officio Trustees, and officers in instances in which they may be indemnified by the Club under the provisions of this Article.

ARTICLE VI: FINANCIAL OVERSIGHT

Section 1 – Fiscal Year

The fiscal year of the Club shall begin October 1 each year and shall end September 30.

Section 2 – Bank Procedure

The Board of Trustees shall designate the bank or banks in which funds of the Club shall be deposited and determine the manner in which checks, drafts, and other instruments for payment of funds at the Club shall be executed. However, the Board of Trustees shall always require that the Treasurer sign all checks, drafts, or other instruments for the payment of money drawn in the name of the Club. Checks over \$1,000 will require two board member signatures. If the Treasurer is unable to provide signature then two of the other Trustees must sign/endorse the Club check. The Treasurer shall be bonded at the expense of the Club for the protection of the Club.

Section 3– Annual Financial Review

The Board of Trustees shall have the books of the Club reviewed annually after the close of the fiscal year by a Certified Public Accountant selected by the Trustees, who shall neither be a Trustee, nor Chairperson of the Club. Monthly financial statements will be available to Owners upon request.

Section 4 – Credit Authority

Nothing in this these Bylaws shall be construed to permit the Board of Trustees to borrow or pledge the credit of the Club without specific approval of the Owners at a duly held meeting.

ARTICLE VII: COMMITTEES

The Board of Trustees shall have the authority to establish and dissolve committees as the Board of Trustees deems necessary. The Board of Trustees shall recruit and appoint chairpersons for each committee. The chairpersons are responsible for recruiting volunteers to help with the completion of their committee responsibilities including providing reports, budget numbers and additional information as requested by the board. Such committees might include the following:

Pool Committee – Responsibilities could include opening and closing the pool, off-season planning and implementation of improvements and repairs to the pool including the pool structure, filters, pumps, chemical systems, pool heater and plumbing related to the pool. Once the pool is open and fully operational, a Pool Manager or other designated individual shall maintain the day to day operations of the pool while in season. The Pool Committee should be contacted and engaged during the season in the case of equipment failure or needed repairs or replacement of any of the above.

Grounds Committee – Responsibilities could include attending to improvement, supervision and maintenance of the facilities other than the pool, including the clubhouse, bathhouse, parking lot, tennis courts, playground area, landscaping, etc.

Swim Team Committee – Responsibilities could include maintaining league membership and maintaining all requirements necessary for the swim team operation. They shall also be responsible for hiring swim team coaches.

Operations Committee – Responsibilities could include working in tandem with the Pool Manager or other designated individual(s) to exercise supervision over pool personnel, concession stand and clubhouse. The Board shall be responsible for defining a job description for the Operations Manager, Pool Manager, life guards and any other Club employment positions.

Work Hours Committee - Responsibilities could include being responsible for keeping track of all completed work hours of owners, organizing calling committees and notifying the Treasurer of owners who have not completed work hours for subsequent billing.

Tennis Committee- Responsibilities could include being responsible for any and all activities that pertain to tennis such as leagues, tournaments, mixers, lessons, sign-up sheets, rules of play, and U.S.T.A. liaison.

Other committees could include, but are not limited to: Communications, Marketing, Social, Capital Improvements, Fundraising or any other such committees as the Board of Trustees deems necessary.

ARTICLE VIII: DUES, FEES, SALES & TRANSFERS

To ensure the ability to fund ongoing maintenance, administrative and operating costs, the accumulation of capital reserves and for general preservation of the Club, annual dues shall be deemed fully accrued at the time the dues are established by the Board of Trustees each year. No provision below shall be intended to contradict an Owner's obligation to fulfill all accrued dues and fees charged to that ownership.

Section 1 – Club Dues and Fees

The Board of Trustees shall establish dues on or before October 1 each year. Dues notices shall be published via email in October, November and December. Payment of the annual dues is the sole responsibility of each Owner and shall be made by ACH, either as a one-time payment or monthly deduction. The requirements and deadlines for the ACH program shall be provided on the ACH enrollment form and annual dues notice.

Such dues shall be due for all Owners, including those Owners intending to sell their stock, on or before the first day of January each year unless:

1. An Owner has elected to enroll in the monthly ACH payment program. The requirements for the ACH program shall be provided on the ACH enrollment form and published in the Club Rules and Regulations; or
2. An Owner purchases stock after January 1. Dues for stock purchased after January 1 shall be due 30 days from stock purchase date.

A monthly penalty equal to one-fourth of the amount outstanding (minimum of \$20) up to \$150 shall be charged on all outstanding balances after January 15, applied the second of every month. Late penalties will compound monthly and owners will be assessed a penalty on the entire outstanding balance (initial outstanding balance plus late penalties) in the subsequent month(s).

All outstanding balances not paid by January 16, or within 30 days of stock purchase date for stock

purchased after January 1, shall be considered delinquent and all rights and privileges of the Owner will be automatically suspended by the Board of Trustees as of said date. An open balance file shall be posted to ftrc.com as of January 16. If the indebtedness is not be paid within thirty (30) days of said date, a lien shall be placed against the ownership or further action to ensure collection of outstanding indebtedness may be pursued by the Board of Trustees.

The Board of Trustees, at their discretion, may reinstate any owner upon request only after repayment of all indebtedness to the Club.

From time to time, the Board, in its discretion as it deems appropriate, may offer pre-paid dues for a term of years. Such offers shall be made available to all Owners. All outstanding or past due fees and dues shall be paid by an Owner prior to purchasing a pre-paid term. Any Owner who purchases a pre-paid term shall be subject to annual work hour requirements as described in Article IX. Failure to complete work hour requirements or remit the stated fee could result in termination of the pre-paid term without a refund. Owners who purchase a prepaid term, their household members and guests shall be subject to Club Rules and Regulations. Failure by the Owner, their household members or their guests to comply with the Club Rules and Regulations could result in termination of the pre-paid term without a refund. Any Owner may, for just cause, be suspended or have their membership revoked by a unanimous vote of the Board of Trustees. The length of the suspension and/or restitution shall be determined by the Board of Trustees.

Section 2 – Transfer of Ownership

Ownership in the Club may be transferred by gift or sale to any persons or person having the required qualifications of ownership and approved in the manner provided in Article III, Section 3. Transfers and sales shall be subject to a nominal transfer fee which shall be established by the Board of Trustees as they deem necessary but shall not be less than \$50.00. The Board of Trustees shall have the first option of purchase of the stock at a price that shall be determined by the average price of the last five (5) stocks sold. The transfer or sale shall not be deemed complete and the selling Owner shall remain liable for all work hours, dues and assessments until the buyer or transferee remits payment for the transfer fee and outstanding work hour fees, dues and assessments, if any, to the Club. The selling Owner and the purchaser shall determine who is responsible for the balance of unpaid dues, if any, and the transfer or sale shall not be deemed complete until unpaid dues are paid in full or ACH arrangements have been made. Any Owner who sells their stock before the pool opening date and has paid their dues in full for the year and is not subject to any late fees or outstanding balances may be reimbursed their full dues so long as the Club has received full payment from the purchaser or arrangements have been made for ACH deductions. The selling Owner shall be responsible for the full month of dues in the month of the sale.

Section 3 – Resignation

An Owner of the Club may resign at any time subject to the provisions contained in these Bylaws. Upon resignation, the Owner shall surrender his/her stock to the Club and shall pay a fee equivalent to the outstanding balance of the current year's dues as if the dues payments were prorated on a monthly basis or a surrender fee determined by the Board of Trustees annually, whichever is greater. The Board of Trustees shall establish and publish the surrender fee by October 1 of each year.

Section 4– Ownership Obligation

Payment of all charges and liabilities imposed upon or incurred by an Owner or guest thereof relating to the Club shall be the responsibility of the affiliated Owner.

Section 5– Taxes

All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State, or other governmental bodies and agencies.

ARTICLE IX: WORK REQUIREMENTS

Owners shall be required to complete work hours on an annual basis. The required number of hours shall be established by the Board of Trustees from time to time as they deem necessary to ensure the proper maintenance and administration of The Club. The required number of work hours shall not be less than five (5) in any year. If the Board of Trustees determines that the annual work hours shall be increased in any year, the number of work hours shall be communicated to the Owners on their annual dues invoice and via electronic newsletter. Owners shall have two (2) options to fulfill work hour requirements:

Option 1: Owners shall have the option of waving the work hour requirement by paying a fee. The Board of Trustees shall establish the fee on or before October 1 each year and shall communicate the established fee to all owners by October 1. The fee shall be payable by January 15 of the relevant year. Upon Club receipt of said payment no additional work shall be required of said Owner in that year.

Option 2: Owners completing work hours are required to complete a work hour form and have the committee chairperson sign/verify. If an owner sells their stock after the pool opening date and has not satisfied the required hours, the seller and buyer shall determine who will complete the unfulfilled work hours and shall notify the Director of Ownership. At the time of sale, the Director of Ownership will communicate to both the seller and buyer their remaining work hour requirement for that year. If the work hour commitment has not been completed before September 30 or before stock sale date for Owners that sell their stock after pool opening date, the ownership will be billed at a rate determined by the Board of Trustees from time to time. Such rate shall be published with the annual dues notice relative to the forthcoming year but shall not be less than \$80/per hour. Uncompleted work hour(s) balance shall be due on or before January 15 of each year. Unpaid work hour fees are subject to the monthly late penalty in Article IX Section 2. Late penalty shall be charged on all outstanding balances after January 15, applied the second of every month.

ARTICLE X: AMENDMENTS

The Bylaws may be amended at any special meeting scheduled per Article IV, Section 3 and called for that purpose by an affirmative vote of the quorum.