



DELHI SWIM CLUB BYLAWS

ARTICLE I

The object for which this corporation, Delhi Swim Club, hereafter referred to as “DSC”, is formed, is to establish a not-for-profit Swim Membership Club for the recreation of its members and their families and for the benefit of the community as a whole.

ARTICLE II

Section 1. Board of Trustees

- A. The business and property of the DSC shall be managed by a Board of Trustees, hereafter referred to as “the Board”, consisting of fifteen people, each of whom shall be active and entitled to vote at Board meetings.
- B. Qualifications:
Each trustee shall be:
1. Over twenty-one years of age.
 2. A bonded member in good standing, as defined in Article III, Section 2 (C).
 3. Only one individual per family member unit may serve as trustee, at the same time.
- C. Elections:
Each trustee shall be elected through a voting process, by all bonded members in good standing, through a ballot voting system that will be held before the end of each swim season, hereafter referred to as the “Annual Membership Meeting”.
1. Such voting will take place no later than one week prior to the end of the swim season. Typically, not later than the two Sundays before Labor Day.
 2. A written notice will be posted at least one week in advance.
 3. The Nominating Committee shall make nominations to fill vacancies in the Board of Trustees, provided however, that the right of an adult representative of any family unit member in good standing to make nominations from the floor at the Annual Membership Meeting shall not be restricted.
 4. The procedures for elections will be detailed in writing and announced to the full membership via email and posted publicly at the DSC.
 5. All voting must be done in person at the Annual Membership Meeting, at the place and time as agreed upon by the Board.
 6. At all elections of trustees, the candidates receiving the greatest number of votes shall be elected.
- D. Five trustees shall be elected prior to the end of each swim season for a term of three years. No trustee may be elected to two consecutive three year terms.
- E. In case of any vacancy on the Board, the remaining number of trustees may vote to fill the elected term on the Board by appointment, until the next Annual Membership Meeting.
- F. In case of a Board vacancy, trustees having just completed a three-year term on the board may serve a one-year term by appointment of the board until the following year’s Annual Membership Meeting. After the one-year appointment, the board member is not eligible for re-election to a full three-year term the following year.
- G. A trustee absent three (3) consecutive meetings or four (4) meetings per year shall be subject to dismissal by a majority vote of the Board.



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Section 2. Executive Board

- A. The Executive Board of the DSC shall consist of the four (4) officers of the Board: the President, Vice President, Treasurer, and Secretary.
1. All officers shall be elected by the Board at the first meeting after the Annual Membership Meeting and election.
 2. The first meeting of the newly elected Board shall be held within one week of the end of the swim club closing for the season.
 3. The Board shall appoint such other officers as may be necessary whose authority and duties shall be prescribed by the Board.
- B. Any officer may be removed at any time, with or without cause, by affirmative vote of a majority of the Board. A vacancy of any office occurring for any reason may be filled by the Board.
- C. Each officer of the DSC shall hold office for one year or until the next Board meeting at which officers are to be elected, and until his or her successor is elected and qualifies, unless he or she is removed before this time by the Board of Trustees.
- D. Duties of the President:
1. The President shall preside at all Annual Membership Meetings and Board meetings.
 2. He/she shall exercise general supervision over the affairs of the DSC and over the other officers, and shall be invested with general and active management of the business of the DSC, subject to the control of the Board of Trustees.
 3. He/she shall sign membership certificates, sign and execute all contracts, deeds, mortgages, and leases in the name of the DSC.
 4. He/she shall sign, appoint and discharge agents and employees, subject to the approval of the Board of Trustees.
 5. He/she shall appoint the members of all standing committees subject to confirmation by the Board of Trustees.
 6. He/she shall also have such special duties as may from time to time be prescribed or delegated to him/her by resolution by the Board of Trustees.
 7. The President shall be ex-officio member of all committees.
- E. Duties of the Vice-President:
1. Preside over Personnel and committee as necessary, and have such powers to perform such duties as may be delegated to him or her by resolution by the Board of Trustees.
 2. In the absence or disability of the President, the Vice President shall preside at all meetings and shall be ex-officio a member of all committees.
- F. Duties of the Treasurer:
1. Shall have custody of all funds and securities of the DSC which may come into his/her hands.
 2. Prepare an annual budget for the DSC and present it to the Board for approval.
 3. When necessary or proper, he/she shall endorse for collection checks, notes, and other obligations on behalf of the DSC and shall deposit the same to the credit of the DSC in such banks or depository as the Board may designate.
 4. Serves as the chair of the Finance Committee.
 5. Prepares a quarterly report to be presented to the Board.
 6. Prepares an annual report to be presented at the Annual Membership Meeting.
 7. Works with the Finance Manager, and monitors the issuance of payroll, accounts payable, taxes, and other charges as necessary for the operations of the DSC.
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8. Whenever required by the Board, the Treasurer shall render a statement of the cash account. He/she shall enter regularly in the books of the DSC, to be kept by the Treasurer or Finance Manager -for that purpose, a full and accurate account of all the moneys received and paid by the Treasurer on account of the DSC. The Treasurer shall exhibit his/her books and accounts, together with all the vouchers, receipts, records and other papers, to the trustee and members for their examination and approval as often as they may require it.
9. The Treasurer shall give a bond for the faithful discharge of his/her duties in such sum as the Board of Trustees may require. The Treasurer shall perform all acts incidental to the position of Treasurer, and shall, in addition, perform such other and special duties as may from time to time be delegated to him/her by resolution of the Board of Trustees.

G. Duties of the Secretary:

1. Keep the minutes of all Board meetings and the minutes of all Annual Membership Meetings.
2. The Secretary shall attend to the giving and serving of all notices.
3. The Secretary may sign with the President or Vice President, in the name of the DSC, all contracts, deeds, mortgages, leases, and other papers executed by the DSC which require a countersignature.
4. He/she shall have charge of other books and papers as the Board may direct or which may be required by law, all of which shall be open to the examination of the trustees and members.
5. The Secretary shall submit such reports to the Board of Trustees as they may request. In addition, perform such other and special duties as may from time to time be delegated to him/her by resolution of the Board of Trustees.
6. The Secretary shall help with the email account and other general correspondence between the membership and the Board.

Section 3. Committees

- A. There shall be the following standing committees, appointed by the President and approval by the Board:
 1. Finance Committee
 2. Membership Committee
 3. Pool Maintenance Committee
 4. Grounds Committee
 5. Rules and Nominating Committee
 6. Swim & Dive Committee
 7. Fundraising & Sponsorship Committee
 8. Activities Committee
 9. Personnel Committee
 10. Marketing and Social Media Committee
 - B. The powers and duties of the standing committees shall be prescribed and defined by the Board of Trustees.
 - C. Each standing committee shall be chaired by a trustee and consist of at least 3 club members in good standing.
 - D. The Board may establish such special committees, for such purpose as it feels beneficial to the club. Special committees shall be appointed by the President in the same manner and with the same requirements as to composition and membership as those requirements established in paragraph (C) for standing committees.
 - E. The powers and duties of the special committees shall be prescribed and defined by the Board of Trustees.
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- F. Committee chairman shall not serve on the same committee for more than two (2) consecutive years, unless approved by the board to continue another year.

Section 4. Meetings

- A. The meetings of the DSC shall include the following types:
1. Annual Membership Meeting
 2. Board Meetings
 3. Special Meetings
- B. The Annual Membership Meeting of family unit members of the DSC shall be held during the month of August or the first week in September each year, at such time and place in Delhi Township, Hamilton County, Ohio, as the Board of Trustees may direct, for the purpose of electing trustees and transacting such other business as may come before the meeting. The new-elected members of the Board of Trustees shall take office within one week of the end of the swim club closing for the season.
- C. The Secretary shall provide written notice of the time and place of holding each annual membership meeting to each family unit member in good standing, and entitled to vote at such address as appears on the records of the DSC, at least ten days prior to the meeting.
- D. Board meetings shall be held regularly throughout the year to conduct the business of the DSC.
1. A Board meeting for the election of officers and the transaction of such other business as may come before the meeting shall be held immediately following the Annual Membership Meeting at a time and place to be fixed by resolution adopted at the annual meeting.
 2. A majority of the whole authorized number of trustees shall constitute a quorum for any meeting of the trustees, except that a majority of the trustees in office shall constitute a quorum at any meeting for filling a vacancy in the board. If at any meeting there are fewer trustees than a quorum present, a majority of those present may adjourn the meeting to another time. Unless a greater number is required by law, the act or vote of a majority of the trustees present at a meeting at which a quorum is present shall constitute the act of the board.
 3. At all Board meetings, the President, and in the President's absence, the Vice President, and in the absence of both these officers, a member of the Board selected by the members present, shall preside.
 4. The Secretary of the board shall record the action items and discussion at all meetings, and in case of the Secretary's absence, the chairman of the meeting may designate any person to act as Secretary.
- E. Special meetings of the family unit members, for any purposes, may be called:
1. By the President, or ;
 2. In case of the President's absence, death, or disability, by the Vice President authorized to exercise the authority of the President, or;
 3. By the majority of the Board of Trustees acting with or without a meeting, or;
 4. By the Secretary of the DSC within thirty days of his receipt of a written petition signed by a qualified representative of at least one third of the family unit members.
- F. The Board may hold all meetings at such time and place in Delhi Township, Hamilton County, Ohio, as from time to time they may determine.
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- G. The Secretary shall cause written notice of the time and place of holding each meeting to be emailed/mailed to each family unit member in good standing and entitled to vote at such address as appears on the records of the DSC, at least ten days prior to the meeting; the notice shall indicate briefly the purpose or purposes of the meetings.
- H. Notice of the time, place and purposes of any meeting may be waived in writing at any time by any qualified representative at any such meeting without protesting the lack of proper notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver of notice of such meeting.
- I. No business of any nature shall be conducted at any Annual Membership Meeting unless a quorum of the family unit members is present. Qualified representation by one-fifth of the members in good standing entitled to vote, except as provided in Article III, Section 2 (C), shall constitute a quorum at any meeting. Members may not be represented by proxy at any meeting.
- J. The President shall call the Annual Membership Meeting to order and shall act as chairman at such meetings. The Board or the members present may appoint a qualified representative of any family unit member to act as chairman of any meeting in the absence of the President and Vice President.
- K. The Secretary shall act as Secretary at all Annual Membership Meetings. In the absence of the Secretary, the presiding officer or chairman may appoint any person to act as Secretary of the meeting.
- L. The Board of Trustees may determine the manner of voting except that a vote by roll call shall be made if demanded by one-sixth of the members in good standing and entitled to vote.

ARTICLE III

Section 1. Membership "Bond" Certificates

- A. Membership Certificates ("bonds") shall be issued in numerical order and be signed by the President and Membership Chairman. A full record of each certificate, as issued, shall be entered in a book kept for that purpose. The possession of a valid membership certificate by a family unit member shall be evidence of ownership of a membership in the DSC.
- B. Each member shall be entitled to one bond certificate issued in the name of any adult individual member of the family, and each family unit shall have one vote and be required to pay annual operating dues. The amount of the operating dues may be changed or otherwise amended by the Board of Trustees, subject to ratification by the members at the next annual meeting or at a special meeting called for that purpose before the next annual meeting.
- C. The price of the bond to be charged for new members for the coming year will be determined by majority vote at the Annual Membership Meeting.
- D. No member holding a non-refundable bond of \$301.00 will be permitted to transfer or sell its membership in the DSC. A member holding a refundable bond may be permitted to sell or transfer its membership with the approval in writing of the Board of Trustees endorsed on the transferring member's membership certificate by the Secretary of DSC in compliance with a resolution passed by the Board of Trustees. This bond, if transferred, would then become a \$301.00 non-refundable, non-transferable bond. The remaining \$100.00 would be refunded to the original bond holder. All dues and other indebtedness of the transferring member to the corporation shall be paid before the Board of Trustees may approve such a transfer.



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- E. A member who desires to withdraw from the DSC must surrender his/her membership certificate, with a written and signed notice, subject to approval of the Board of Trustees at their options, in which event, the withdrawing members shall then be reimbursed by the DSC in the sum of the current value of the bond. However, if the bond value is five hundred dollars (\$500) then three hundred dollars (\$300) upon transfer of membership certificate and two hundred dollars (\$200) when funds become available, less the amount of any dues and other indebtedness of the withdrawing member which may be outstanding. If the indebtedness exceeds the bond, the member will be held responsible to the DSC for the indebtedness. The DSC may then cancel the certificate so surrendered and reissue the membership to a new candidate who shall then receive a new membership certificate as provided in Article III, Section 1, (A) and who shall be charged an annual membership fee as provided in Article IV, Section 2, (A).
- F. A bond of \$300 or less is non-refundable. Members as of August 31, 1991, holding a \$500 membership bond will be reimbursed per ARTICLE III, Section 1, (E).
- G. If any membership certificate becomes worn, defaced, or mutilated, the Board of Trustees, on production and surrender thereof, may order the certificate canceled and may issue a new certificate in lieu thereof to the person entitled to such lost or destroyed certificate.
- H. If the Board permits a member to transfer his or her membership as provided by Article III, Section 1, (D), no membership fee/dues shall be charged, as required by Article III, Section 2, (E); however, the current annual membership fee/dues must be paid by the transferee, and the approval of the Board shall be sufficient to elect the transferee to full membership rights and privileges upon his/her surrendering the former member's certificate to the membership chairman of the DSC who shall cancel it and issue a new certificate to the new member as provided in Article III, Section 1, (A).
- I. A member desiring to withdraw from the Club will be reimbursed the value of the bond according to the Club's "Out List". The "Out List" will be generated by the date the member informs the Club of their intention to withdraw membership in writing either by mail (addressed to the Club's P.O. Box) or by failing to make payment of summer dues by June 15th of that year.
- J. As of September 3, 2019, the membership bond fee will be \$100.00, with \$50.00 refunded upon termination of membership. The bond will be refunded according to the terms and conditions as noted in Article III, Section 1, (E).

Section 2. Family Unit Members

- A. The membership of this organization shall consist of family units; the unqualified term "member" used elsewhere in these regulations shall mean "family unit member". A family unit member is defined to include the husband and wife, or head of the family, and any child or relative of a husband or wife, or head of a family, **who resides in the same dwelling**. A family unit may include only one adult person, in the event that the candidate for membership is unmarried, separated, or divorced. A family unit member may be from a Family Membership, Two-Person Membership, or a Single Membership. The Board, in its discretion, may enlarge the definition of a family unit to include other persons in special circumstances.
- B. Any adult individual member of a family unit member may exercise the vote of the family unit member or act for it at any meeting; only one such adult individual member of a family unit member need be present at any meeting of the membership in order to exercise the vote of the family unit member or act for it. In the event that the adult individual members of a family unit member who are present at a meeting of the membership cannot agree among themselves as to which individual shall exercise the vote of the family unit member or how the family unit member is to vote on any particular issue, then that family unit member shall not be entitled to exercise its vote on the particular issue in question.



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- C. Each individual included within the definition of the family unit member as provided by these regulations, or as enlarged by resolution of the Board, shall be entitled to all activity privileges if the annual membership dues have been paid by that member. If the annual membership dues have not been paid by the date established for payment by the Board, the delinquent family unit member shall not be entitled to any activity privileges of the DSC and will be considered a member “not in good standing”; the Board shall cancel the membership of the delinquent member, in which event, the DSC will reimburse the said member the amount of the bond paid by the family unit member less any outstanding fees or indebtedness to the DSC. This reimbursement is made upon surrender of the membership certificate of the delinquent member to the Secretary of the DSC.
- D. The membership of the DSC shall consist of a maximum of three hundred (300) family unit members.
- E. The Board of Trustees is empowered to establish additional forms of non-voting membership upon such terms, condition and restrictions and for such fees as the Board may deem advisable.

ARTICLE IV

Section 1. Assessments

- A. The Board of Trustees shall levy operating assessments as necessary and approved by the Membership.

Section 2. Annual Membership Fees/Dues:

- A. The price of the annual membership fee/dues for the coming year will be determined by majority vote of the Board.
- B. The annual membership fees/dues will be announced by November prior to the start of the summer pool season.
- C. Annual membership dues paid by renewing members after the deadline written on the membership application will be assessed a late payment fee as written on the membership application, to be determined by the Board.

Section 3. Guest Fees and Privileges

- A. The Board of Trustees may levy reasonable fees and charges for guests and may regulate the exercise of guest privileges by members of the club.

Section 4. Responsibility for Charges

- A. Members shall be responsible and liable for the payment of all charges or liabilities that may be imposed upon or incurred by their guest to whom the privileges of the organization shall have been extended.

Section 5. Taxes

- A. All fees and other charges stated or mentioned in these regulations are exclusive of any taxes which may be imposed.



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Section 6. Hardship Cases

- A. The Board may consider and make special provision for any particular hardship case in which assessments, guest fees and privileges, responsibility for charges and taxes imposed are concerned.

ARTICLE V

Section 1. Indemnification of Trustees and Executive Officer

- A. Each person who acts as a trustee or executive officer of the DSC shall be indemnified by the DSC against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding of which he/she had been made a party by reason of his/her being or having been a trustee or officer of the DSC, except as to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duty.
- B. The right of indemnification provided herein shall inure to each trustee and executive officer whether or not he/she is such a trustee or officer at the time such costs or expenses are imposed or incurred, and in the event of his/her death shall extend to his legal representatives.

Section 2. Removal of Officers and Trustees

- A. Any or all executive officers or members of the Board of the DSC may be removed from office by the vote of two-thirds or more of the members, as shown by the membership records of the DSC, at the Annual Membership Meeting or at a special meeting called for that purpose or upon receipt by the Secretary of the DSC of a written petition for that purpose signed by qualified representatives of two-thirds of the members as shown by the records of the DSC.

Section 3. Dissolution

- A. This organization may be dissolved by an affirmative vote of three-quarters of all members, as shown by the membership records of the DSC, at the Annual Membership Meeting or at a special meeting called for that purpose.

Section 4. Amendment, Repeal and Alteration of Regulations

- A. This code of regulations may be amended, repealed or altered in whole or in part by the vote of two-thirds of all members present, as shown by the membership records of the DSC, at the Annual Membership Meeting or at a special meeting called for that purpose.

Section 5. Removal of Members

- A. Any family unit member, including all individual members thereof, may be suspended by the affirmative vote of eleven trustees at a regular meeting or at a special meeting called for that purpose.
 - 1. Said suspended family unit member shall not be entitled to any activity privileges of the club and may not exercise its vote at any meeting of the corporation;
 - 2. The matter shall be voted upon at the next Annual Membership Meeting or at a special meeting of the members called for that purpose, held at least thirty days following the suspension of that member by the Board;



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3. The vote of a majority of the members at said meeting, provided that there is a quorum, in favor of retaining said member shall be sufficient to reinstate said member to all rights and privileges of membership;
 4. In the event that said member is not reinstated as aforesaid, the membership of said member shall be canceled.
- B. The DSC will reimburse the said family unit member the amount of the bond fee paid by the family unit member, less any outstanding fees or indebtedness due the DSC.
- C. This reimbursement is made upon surrender of the membership certificate of the delinquent member to the Secretary of the DSC. At any time prior to a vote of the members on the subject as provided for above, the trustees may reconsider their action and restore said member to all rights and privileges by a majority vote of the voting trustees.

Adopted by the incorporators

Date: August 12, 1959

David E. Stone

George W. Wetherell

Roger C. Stridsberg

Amended:

1/25/61, 1/23/62, 1/21/64,
1/26/65, 11/15/67, 11/14/68,
8/27/72, 8/78, 8/81, 7/89,
9/22/91, 8/15/94, 11/15/95,
4/18/12, 5/18/14, 4/1/2016,
8/18/2019