REDRAFTED BYLAWS

03 APRIL 2026

CODE OF REGULATIONS ("Bylaws")

GREEN VALLEY RECREATION CLUB, INC.

ARTICLE I – NAME

The name of this Corporation shall be Greene Valley Recreation Club, Inc. (the "Corporation").

ARTICLE II – PURPOSE

The Corporation is organized as a nonprofit entity for the purpose of promoting the health, recreation, and general welfare of its members. In furtherance of this purpose, the Corporation may construct, own, lease, maintain, and operate recreational facilities, including but not limited to a swimming pool, and may engage in any lawful activities incidental or related thereto.

ARTICLE III – MEMBERSHIP

Section 1. Membership Structure

The Corporation shall offer family-based memberships. Each membership shall be established under one (1) of the above categories.

- Two adults who are legally married or have a registered domestic partnership, and their dependent children residing in the same household;
- One adult and their dependent children;
- One adult and one designated guest; or
- Two adults who are legally married or have a registered domestic partnership

For purposes of these Bylaws, "dependent children" shall mean unmarried individuals who reside in the household od the member and are either (i) under the age of twenty-three (23), or (ii) any age if legally dependent upon the member due to a documented physical or mental disability.

Families with children under the age of twelve (12), or with special needs, may designate one individual age eighteen (18) or older to supervise such children at no additional cost. Such individual shall not independently utilize Corporation facilities unless accompanied by their sponsoring member. If such individual visits with any other member, or their sponsoring member is twelve (12) years of age or older, applicable guest fees shall apply.

Section 2. Additional Household Members
In circumstances where certain household individuals do not fall within the standard membership categories defined in Section 1 of this Article, a Stockholder Member may submit a written request (via traditional mail or electronic mail) for approval from Board of Trustees to include up to two (2) additional household members under their membership. Approval shall be granted at the sole discretion of the Board of Trustees. Should the Board of Trustees approve a request, an additional fee equal to one-quarter (1/4) of the current family membership dues per additional member shall apply.

Section 3. Classes of Membership
Membership in the Corporation shall consist of the following classes:

- Stockholder Memberships
- Trial Memberships
- Vested Memberships

Section 4. Stockholder Memberships
A Stockholder Member is a member who has purchased a share of stock in the Corporation at the established price and remains current on (i) membership dues, (ii) capital assessments, (iii) capital maintenance fees, (iv) and any other charges owed to the Corporation.

Stockholder Members shall be entitled to one (1) vote per membership and shall have unlimited use of Corporation facilities and privileges.

The authorized number of Stockholder Memberships shall not exceed four hundred (400).

Section 5. Trial Memberships
A Trial Membership shall be limited to one (1) season, defined as a period between the Corporation's official opening day and closing day within the same calendar year, as such dates may be determined or adjusted by the Board of Trustees. The Board of Trustees have the authority to review circumstances by families to extend a Trial Member membership beyond the defined one (1) season.

The Board of Trustees shall establish eligibility requirements, terms, conditions, and dues applicable to Trial Memberships. Trial members shall have such use of facilities and privileges as determined by the Board of Trustees but(i) shall not have voting rights and (ii) shall not be eligible to hold office.

Trial Memberships shall be limited to twenty-five (25) families unless otherwise authorized by the Board of Trustees.

Section 6. Vested Memberships

A Vested Membership shall include an individual and their spouse but shall not include dependent children.

Eligibility for Vested Memberships shall be limited to individuals who have been Stockholder Members of the Corporation that (i) have maintained an active membership for a minimum of ten (10) years and (ii) are a minimum of fifty-five (55) years of age.

Eligible members must submit a written request to the Board of Trustees to be granted Vested status. Upon approval, the member shall transfer their stock to the Corporation and be entitled to unlimited use of facilities and privileges during the current season. In subsequent seasons, the Vested Member shall be liable for dues in accordance with Article XIV. Vested members shall not have voting rights and shall not hold office.

The authorized number of Vested Memberships shall not exceed ten percent (10%) of the total number of Stockholder Memberships.

ARTICLE IV – ELECTION, SUSPENSION, AND TERMINATION OF MEMBERSHIPS

Members who were admitted prior to adoption of this Code of Regulations are exempt from the provisions of this article.

Membership shall be granted only upon approval of the Board of Trustees, in accordance with the provisions of this article.

If the number of membership applications exceeds the available stock, the Membership Director shall maintain a waiting list, by order of the date each application is received. Stocks that become available shall first be offered to waiting list applicants, in their listed order.

The Board of Trustees may suspend or terminate any member for cause, defined as a specific, justifiable reason. Such reasons include but are not limited to:

- Violation of these Bylaws
- Repeated (and documented) violation of pool rules
- Repeated (and documented) failure to obey lifeguards and/or other pool staff
- Intentional or malicious act that results in damage to Corporation property

Any member facing suspension or termination shall be given written notice and an opportunity for a hearing before the Board of Trustees prior to a vote on disciplinary action. A suspension requires two-thirds (2/3) in favor vote from the Board of Trustees. A termination requires a unanimous (all in favor) vote from the Board of Trustees.

The Board of Trustees President shall be responsible for keeping up to date records of persons identified as suspended or terminated and providing such record to the Pool Management staff.

ARTICLE V – BOARD OF TRUSTEES

The Corporation shall be governed by a Board of Trustees consisting of no more than nine (9) elected members.

At the Corporation's first membership meeting, nine (9) Trustees shall be elected as follows:

- The three (3) receiving the greatest number of votes shall serve a term of three (3) years or until their successors are chosen;
- The three (3) receiving the next greatest number of votes shall serve a term of two (2) years or until their successors are chosen; and
- The three (3) receiving the fewest number of votes shall serve a term of one (1) year or until their successors are chosen

At each subsequent Annual Membership Meeting, or at a Special Meeting called for that purpose, Trustees shall be elected to replace those whose terms are expiring. Each newly elected Trustees shall serve a term of three (3) years, except where a vacancy exists due to an uncompleted term. In such cases, the vacancy shall be filled for the remainder of the original term according to the three, two, and one-year term schedule above.

Trustees must be Stockholder Members of the Corporation. Any Trustee who ceases to be a Stockholder Member shall automatically forfeit their position on the Board of Trustees.

No Trustee shall serve more than two (2) terms consecutively, except when there are no nominees for the position and the incumbent agrees to continue serving.

If fewer than nine (9) Trustee positions can be filled, regardless of the reason, the remaining Trustees shall exercise all powers of the Board of Trustees under these Bylaws. Any Trustee positions that remain unfulfilled following the Annual Membership Meeting shall not be considered vacancies under Article VII.

ARTICLE VI - NOMINATION AND ELECTION OF THE BOARD OF TRUSTEES

Section 1: Nomination of Trustees

Notice of Election: On or before the first day of August (August 1) of each year, the Board of Trustees shall post notice via Corporation's bulletin board and web site, informing Stockholder Members of (i) the number of seats up for election at the Annual Membership Meeting and (ii) the date and time of the Annual Membership Meeting.

Submitting Nominations: Any Stockholder Member may nominate themselves, or any other Stockholder Member with that person's consent. Dependents of Stockholder Members are ineligible for nomination. All nominations shall be submitted in writing, signed by the Stockholder making the nomination, and delivered to a Board Member on the day of or before the Annual Membership Meeting. A Board Member shall post nominations on the Corporation's bulletin board and web site prior to the Annual Membership Meeting.

Ballots: After the candidate's names have been posted as stated above, the Board of Trustees shall prepare a signal ballot listing all nominees.

Section 2: Voting of Trustees

Voting Rights: Each Stockholder Membership is entitled to one (1) vote per open seat

Method of Voting: Voting shall be conducted by secret ballot. Votes may only be cast Stockholder Members present in person or represented by proxy. Only proxies submitted by eligible voters, in writing to the Secretary at least three days prior to the meeting, will be accepted.

Election Oversight: The Board of Trustees shall appoint three inspectors of election to oversee and tabulate ballots. In the event of a tie, the result shall be determined by lot (random).

ARTICLE VII – BOARD OF TRUSTEE REMOVAL

By Membership Vote: Any member of the Board of Trustees may be removed from office by an affirmative vote of two-thirds (2/3) of the Stockholder Members present at a Special Meeting called specifically for that purpose.

By Board of Trustees: Any Board of Trustee who fails to attend three (3) consecutive scheduled meetings may be removed majority vote of the remaining Board members.

ARTICLE VIII – VACANCIES IN THE BOARD OF TRUSTEES

Vacancies on the Board of Trustees shall be filled by a vote of the remaining Trustees. This shall be a temporary appointment held only until the next Annual Membership Meeting.

Members shall then elect a replacement for the unexpired term. Temporary appointments, such holding of office for an unexpired portion of a term, shall not count toward term limits.

ARTICLE IX – BOARD MEETINGS

Regular Meetings: The Board of Trustees shall meet no less than five (5) times between the first day of March (March 1) and last day of September (September 30) each year and at such other times as deemed necessary. One meeting shall be held within thirty (30) days following the Annual Membership Meeting. Meetings shall be held upon request of the President or three (3) or more members of the Board.

Notice of Meetings: Notice of a Board meetings shall be provided by a Board Member to each Trustee at least five (5) days in advance unless waived by the individual Trustees.

Actions by the Board: A majority shall constitute a quorum. Actions require a majority vote of those Board members present. In the event of a tie vote, the President of the Board, unless otherwise decided by the Board, shall cast the deciding vote.

ARTICLE X – DUTIES AND POWERS OF THE BOARD OF TRUSTEES

The Board of Trustees shall have full authority to manage the affairs of the Corporation, consistent with the Code of Regulations, as in its judgment may be necessary or desirable for the welfare of the Corporation. Such actions include:

- Establishing rules and policies;
- Employing staff;
- Creating and/or abolishing committees; and
- Overseeing financial operation

The Board of Trustees may appoint additional members to the Board of Trustees, above and beyond the elected members, that the Board deems helpful to the effective and efficient exercise of its responsibilities. These members shall be appointed on a voluntary basis, and shall have no voting rights on Board decisions.

The Board of Trustees shall not expend funds or incur obligations exceeding $30,000 beyond the amount received in annual operating income during the period between consecutive Annual Membership Meetings without the express approval of a majority of the Stockholder members. Exclusions to this amount are taxes and cost of goods purchased for resale as well as expenditures before the annual meeting in 1965.

Any contract exceeding $2,500 shall be competitively bid whenever practicable. The proposed contract shall be in writing, including the quote along with all terms and conditions, reviewed by the Board of Trustees, and signed by both parties. Copies of the signed contract as well as supporting documents shall be provided to the Board of Trustees. Should the contract need to be altered or changed, the same abovementioned process shall be followed.

The Board of Trustees shall provide an annual written report, including an audited financial statement, to the members at the Annual Membership Meeting.

ARTICLE XI – EXECUTIVE OFFICERS

The Executive Officers may also be referred to as the Executive Board of this Corporation and shall consist of one (1) of each of the following:

- President
- Vice President
- Treasurer
- Corresponding Secretary
- Membership Director
- Swim Team Director
- Snack Bar Director

Executive Officers shall be elected annually by the Board of Trustees from among its members at the first meeting of the Board of Trustees following the Annual Membership Meeting and shall serve until the election of their successors. The Board of Trustees shall have the authority to appoint additional Officers beyond those listed above, as it deems necessary and appropriate. In case of vacancies among the Officer positions, the Board of Trustees shall elect a new Officer to serve for the remainder of the term, except as otherwise provided in Article XII. The Execute Board shall be expected to meet more frequently than the Board of Trustees as identified in Article IX.

ARTICLE XII - DUTIES OF EXECUTIVE OFFICERS

President: The President shall preside at all meetings of members and Trustees and serve as the chief administrative officer of the Corporation. The President shall appoint all committee chairs and special committees, subject to approval by the Board of Trustees, and shall serve an ex officio member of all committees.

Vice President: The Vice President shall perform the duties of the President in the President's absence or at the President's request and shall serve as an ex officio member of all committees. In the event of a President's resignation, death, or removal, the Vice President shall assume the office of President.

Treasurer: The Treasurer shall maintain all financial records of the Corporation, collect revenues, and disburse funds only as approved by the Board of Trustees or any duly authorized agency of the board. All financial records shall be maintained in accordance with standards established by a qualified accountant and must prove a means of ready audit. The Treasurer shall be bonded and perform other duties pertaining to their office as requested by the Board of Trustees.

Corresponding Secretary: The Secretary shall provide notice of all meetings of the Corporation and of the Board of Trustees, maintain accurate minutes of such meetings, and handle correspondence as directed by the Board of Trustees. The Secretary shall prepare and distribute the minutes of each meeting of the Board of Trustees to all Trustees within seven (7) days after such meeting. Such minutes shall be subject to approval by the Board of Trustees at its next meeting.

Membership Director(s): The Membership Director shall manage and process membership applications and registrations, notify members of overdue payments or outstanding balances, and handle matters related to the termination or reinstatement of memberships. The Membership Director shall maintain accurate and current membership records, including historical filings.

Swim Team Director: The Swim Team Director shall oversee all activities related to the swim team program. Responsibilities include organizing and leading a prospective team meeting, electing coaching staff, coordinating the selection of and ordering team uniforms, scheduling practices, and working with other area swim teams and parents to plan and conduct swim meets.

Snack Bar Director: The Snack Bar Director shall oversee the operation of the snack bar, including planning and purchasing inventory, training and supervising snack bar staff, and ensuring that all financial transactions are properly recorded in coordination with the Treasurer.

ARTICLE XIII – MEMBER MEETINGS

Annual Membership Meeting: The Annual Membership Meeting of the Corporation shall be held each year between Memorial Day and Labor Day at a time and place determined by the Board of Trustees.

Special Meetings: A Special Meeting may be called by any Board Member or upon receipt of a written request by at least ten (10) Stockholder members. Such meetings shall be held within thirty (30) days of receipt of the request.

Notice of Meetings: Notice of all membership meetings shall be provided by e-mail, posted on the Corporation website, and on the bulletin board by a Board Member at least ten (10) days prior to such meeting. E-mailing to last known (e-mail) address of a member and posting notice on the Corporation website shall constitute sufficient notice.

Voting: Each Stockholder membership is entitled to one (1) vote on any matter submitted to the members. The family member whose signature appears in the Corporation's roll book shall exercise the vote. If that member is absent, their spouse shall have the right to vote in their place. There is no quorum requirement to conduct business at any meeting. Except for dissolution, all matters, including amendments to the Code of Regulations, shall be decided by a simple majority.

Electronic Voting: Stockholder Memberships shall have the option to vote electronically and need not attend in person for their vote to be counted. The Board of Trustees shall establish the requirements for electronic voting, which shall be posted on the Corporation website and communicated individually to all Stockholder members at least fourteen (14) days prior to the meeting. Individual notice shall be given via e-mail. Failure to provide such notice shall invalidate any electronic votes. Electronic voting shall be offered for seven (7) days before or after the election.

ARTICLE XIV – FEES

Section 1. Stock and Membership Fees

To become a Stockholder member of the Corporation, a person must purchase stock, as well as pay all applicable Capital Assessments, Capital Maintenance Fees, and Membership Dues.

The price of one (1) share of stock shall be $395.00, subject to adjustments by the amount of per share Capital Assessments made pursuant to this article.

Stockholder Members may sell stock *unless a waiting list of prospective members has been established by the Board of Trustees.* If a waiting list exists, the Corporation shall purchase the stock at a rate determined by the Board, including a deduction for Capital Improvements.

Section 2. Capital Assessments and Fees

Capital Assessments may be levied for permanent capital improvements and shall be approved by the vote of two-thirds (2/3) of the Stockholder Members at either the Annual

Membership Meeting or a Special Meeting. Notice of the meeting shall describe the improvements under consideration. The value of any approved capital assessment shall be added to the Stock price.

Capital Maintenance Fees may be levied annually by the Board of Trustees to maintain the value of capital improvements. Such fees cover expenses necessary to maintain improvements but are not intended to substantially increase their original value.

Section 3. Membership Dues

Stockholder Membership Dues: Stockholder Membership Dues shall be set annually by the Board of Trustees based upon anticipated operating expenses and shall not increase more than $20.00 over the previous year without Stockholder approval. Stockholder Members shall pay all dues, Capital Assessments, and Capital Maintenance fees annually.

Trial Membership Due: Trial Members shall pay dues as determined by the Board of Trustees, which shall be assessed annually and adjusted as deemed necessary by the Board.

Vested Membership Dues: Vested Members shall pay annually one-half (1/2) of the current Stockholder membership dues. A Vested Member who fails to submit a registration form and/or required payment for two (2) consecutive years shall not be guaranteed continuation of Vested Member status in subsequent years.

Section 4. Payment Deadlines and Late Fees

Stockholder Members shall submit a registration form and payment by June 1 of each year. Failure to do so shall result in automatic relinquishment of their stock to the Corporation. The Corporation may thereafter sell such stock to the next eligible applicant on the waitlist. In the absence of a waitlist, the stock shall be deemed a 'Stock Turn-In,' transferred to the Corporation, and the former member shall retain unlimited activity privileges for the current season but shall have no voting rights.

Registration forms, Membership Dues, Capital Assessments, and Capital Maintenance Fees shall be posted on the Corporation's website (www.gvrcpool.org) no later than February 1 of each year. Payment and required forms shall be submitted by May 1 to avoid late fees. A late fee of $50.00 shall be assessed for payments received after May 1. Payment and required forms can be submitted through the member log-in page on the Corporation's website of via postal mail to:

Greene Valley Recreation Club
PO Box 340355
Beavercreek, Ohio 45434-0355

No member shall be permitted to use the facilities until all current and past-due Membership Dues, Capital Assessments, Capital Maintenance Fees, and applicable late fees have been paid in full and received by the Corporation. Membership Dues, assessments, and fees (as applicable) shall not be prorated for current Stockholder or Vested Members. The Board of Trustees may, in its discretion, permit prorated dues on a weekly basis for Trial Members and new Stockholder members.

ARTICLE XV – DISSOLUTION

The Corporation may be dissolved by the affirmative vote of two-thirds (2/3) of the Stockholder Members present and voting at a meeting duly called for that purpose.

In the event of dissolution, the assets of the Corporation shall be liquidated, and the proceeds, after payment of all debts and obligations of the Corporation, shall be distributed pro-rata basis among all Stockholder Members.

ARTICLE XVI – MISCELLANEOUS

Section 1. Guests
Stockholder Members, Trial Members, and Vested Members may bring guests upon payment of the applicable daily guest fee as established by the Board of Trustees. Members shall be responsible for all guest fees and for any damage to the Corporation property caused by themselves or their guests.

Section 2. Indemnification
The Corporation shall indemnify any person who serves or has served as a Trustee or Officer of the Corporation against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding arising out of their service to the Corporation, except in matters in which such person adjudged to be liable for gross negligence or willful misconduct in the performance of their duties.

The right of indemnification shall apply regardless of if the individual is serving in such a capacity at the time the expenses are incurred and shall extend to individual's legal representatives in the event of death.

Section 3. Limitation of Liability
The Corporation shall not be responsible for any personal property brought onto or left on Corporation property, and no member or guest shall have any claim against the Corporation for loss or damage to such property.

The Corporation shall not be liable for any accident, injury, or damage to any person occurring on Corporation property.

ARTICLE XVII – AMENDMENTS

These Bylaws may be amended by a majority vote of the Stockholder Members, unless otherwise specified herein, at any meeting of the Corporation where such amendment has been properly noticed.