

**TURPIN HILLS
SWIM AND RACQUET CLUB, INC.**

5925 CLOUGH PIKE
CINCINNATI, OHIO 45244
231-3242

**CODE OF REGULATIONS
ARTICLES OF INCORPORATION**

The concept of the Turpin Hills Swim Club, Inc. began to unfold in 1961 when a group of local residents met to form this non-profit organization.

By establishing a corporation of this type, members can ideally own, and operate, a private swim club whereby its members, and their guests, can meet socially to find enjoyment, recreation, and relaxation.

Plans for the construction of the club were first announced to the public January 4, 1962, after five acres of land at 5925 Clough Pike were acquired from the developers of the Turpin Hills Subdivision.

In conjunction with the announcement, a membership drive for approximately 300 families began. Membership is open to families, or individuals, who make application and are approved by the Board of Trustees.

The Charter Board of Trustees assumed the responsibility of the design of the club's facilities, its construction and financing, and the operational practices which included the drafting of the Code of Regulations and the Rules of the Club. Charter Trustees were: Kenneth Butler, Thomas Dorger, Edward Herschede, Jr., William Jostworth, R. Leonard Koppana, James Looker, F.W. Montanari, H. Stirling Moore and Andrew Zomga.

On Saturday, June 9, 1962 at 10:00 A.M. the pool was placed in operation. Within a few years, memberships were fully subscribed and the Club was debt free.

Two tennis courts were added to existing facilities in 1971 and three more were constructed during 1973. All courts are now lighted. A viewing deck was added in 1977 and upgraded in 2003 when a tennis shelter was added. An effort began in 2005 to update the club's pool facilities. The entire main pool and surrounding deck was upgraded including new gutters, filters, pumps and electric. In 2007, a new baby pool was constructed incorporating an independent filtration system. In 2009 and 2010, the clubhouse was completely renovated most notably the bathrooms. The entire facility was brought up to the current building codes, including adding a ramp to the lower deck. New sun decks were added, covered seating area and a new entrance was incorporated into the design. With expanded recreational and social activities, the Club continues to offer an attractive program for area residents.

The Articles of Incorporation and Code of Regulations were amended during the 1973 Season and again in 2005, 2006, 2007 and 2010.

Board of Trustees

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**CODE OF REGULATIONS
OF THE
TURPIN HILLS SWIM AND RACQUET CLUB, INC.**
(Hereafter called the Corporation)

ARTICLE I – NAME

The name of this organization shall be Turpin Hills Swim and Racquet Club, Inc.

ARTICLE II – OBJECTS

The purpose for which this organization is formed is to promote the health and general welfare of its members, and in pursuance thereof to purchase, construct, own and operate a swimming pool and tennis courts and to provide other athletic and recreational facilities.

ARTICLE III – MEMBERSHIP

Section 1. Classes of Membership

The membership of this organization shall consist of the following classes as defined in the Articles of Incorporation:

- A. Voting Members
- B. Non-Voting Members

Section 2. Voting Members

A Voting member must be (1) a member owning real estate in Turpin Hills Subdivision or one of its sections as shown by the recorded subdivision plats in the Hamilton County, Ohio Recorder's Office; or (2) a charter member as shown by the Membership Book; or (3) a non-resident of Turpin Hills Subdivision and a member in good standing as provided in Article VI-Fees, Sections 1, 2 and 3 of the Code of Regulation as amended, having paid all membership fees, annual operating fees, assessments or other indebtedness for a consecutive minimum period of two (2) full operating seasons, Memorial Day through Labor Day. The voting member shall consist of a family unit made up of a husband and wife or head of a family and any dependents living in a household of said family unit. (The Board of Trustees shall have the sole power to determine the status of dependents and their residence under this Section.)

Section 3. Non- Voting Members

Non-voting members are those members who have not met the requirements of either, (1), (2), or (3) of Section 2, above, which pertain to voting members.

Section 4. Membership Sub-classifications

A. Inactive Status

An inactive member shall be one who has been a voting member or a non-voting member and who shall have been transferred, upon his own request to membership in this class; an inactive member shall not have voting privileges, or activity privileges. In order to return to active status, any inactive member must pay a one-time reactivation fee equaling 20% of the current annual dues charged to active members. This same fee applies to inactive members returning under the Senior Membership classification.

B. Divorces

In the event of a member's divorce, the membership itself is not divisible and must be assigned to one of the two parties. One membership cannot become two. It is the members' responsibility to notify the Board in writing, prior to payment of the annual dues invoice, of changes in their marital status and to confirm which party will retain the membership.

Divorced members not retaining the membership rights may be placed on the waiting list as "former members" as per Article III, Section 6 and will need to pay full initiation and annual dues upon acceptance of a membership when it becomes available.

The intent of THSRC is to have "household unit" memberships that include all members of a household, but not extended family members from other households. Family, ex-spouses, or

extended family members who reside in different households are considered “guests” whenever they attend the club with an existing member.

C. Senior Membership

A senior Member shall be a couple, or an individual, with no minor child under the age of eighteen residing with them, where one person must be 50 years of age as of March 1st preceding the pool season. Senior members are a non-voting membership classification. To request a change to this status, the person or persons must have been a current or inactive member(s), in good standing, as of the preceding season for at least 3 seasons. The cost of the Annual Operating Fee (Article VI-Section 2) for Senior Members will be one-half of the normal active membership.

People(s) requesting change to this status will first be selected from the current active members, then from the inactive members.

Section 5. Membership Limitations

Total membership (excluding inactive members) shall at no time exceed three hundred fifty (350) general members, and fifty (50) senior members.

Section 6. Election to Membership

A. A membership committee shall accept and consider applications for membership in the following order of preference as of April 15th preceding the pool season:

- i. Property owners of Turpin Hills subdivision or one of its sections as shown by the recorded subdivision plats in the Hamilton County, Ohio recorder’s office:
- ii. Families of adult children of active members of Turpin Hills Swim and Racquet Club.
- iii. Residents of Anderson Township.
- iv. All other.

The membership committee shall be charged with maintaining waiting lists for each of the above categories. As vacancies occur membership applications will be notified in the order stipulated above. Those on the waiting list shall have the opportunity to defer their active status one time, should they elect. Upon the next opportunity to become an active member, should the applicant decline again, their application fee will be forfeited. Should the same applicant wish to re-apply, upon payment of a new application fee, they will be placed at the appropriate spot on the waiting list as per the above classifications.

Section 7. Membership Certificates

- A. Membership certificates shall be issued in numerical order and be signed by the president and secretary. 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 this corporation.
- B. If any membership certificate becomes worn, defaced or mutilated, the Board of Trustees, on production and surrender thereof, may order the certificate cancelled and may issue a new certificate in lieu thereof to a person entitled to such lost or destroyed certificate.
- C. A member who desires to withdraw from the corporation may surrender his membership certificate, subject to Section 11 of this Article. The corporation may then cancel the certificate so surrendered and issue a membership to a new candidate.

Sections 8. Voting Rights

Any adult individual member of a family unit voting member, as defined in Section 2 of this Article, may exercise the vote of the family unit voting members or act for it at any meeting; only one such adult individual member of a family unit voting member need be present at any meeting of the membership in order to exercise the vote of the family unit voting member or act for it. In the event that the adult individual members of a family unit voting 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 voting member or how the family unit voting member is to vote on any particular issue, then that family unit voting member shall not be entitled to exercise its vote on the particular issue in question.

Section 9. Suspension and Expulsion

- A. Any member may, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding two months by a two-thirds vote of the members of the Board of Trustees present at any hearing thereof, or expelled by an affirmative vote of eight Trustees; cause for suspension or expulsion shall, in general, consist of violation of this Code of Regulations or of the rules of the organization or of unbecoming conduct. Refund of membership fee would follow Section 7 (c) and Section 11 of this Article.
- B. The Board of Trustees may delegate to one or more designated organization members or committees, or to a responsible employee of the organization, the power to suspend activity privileges for the violation of organization rules of this Code or Regulations, provided such suspension does not exceed seven days, and written report of such suspension, containing reasons, thereof, shall be submitted to the President within twenty-four hours.

Section 10. Resignation

Any Members may resign at any time, but refund of the current year's fees shall not be made.

Section 11. Refund of Membership Fee

- A. The Board of Trustees may, at their discretion, refund the Membership Fee of any Member whose membership has been terminated, but if the total number of memberships (excluding inactive and senior members) shall exceed three hundred fifty (350) then the Membership Fee shall be refunded. Such Membership Fees shall be refunded in the same order in which the memberships were terminated.
- B. Any initiation fee of indebtedness owed to the organization by the prior member shall be deducted from any refund made under this section.
- C. The Membership Fee refunded shall be the original fee plus any capital assessments paid in the past calendar year, or the current Membership Fee, whichever is less, minus the initiation fee, the amount of any unpaid dues and other indebtedness of the withdrawing member which may be outstanding.

ARTICLE IV – BOARD OF TRUSTEES

Section 1. Number

The management of this organization shall reside in a Board of Trustees consisting of nine voting members who shall receive no remuneration of their services. All Trustees shall be voting members, at least six (6) of whom shall own real estate in and be residents of Turpin Hills Subdivision or one of its sections as shown by the recorded subdivision plats in the Hamilton County, Ohio Recorder's Office.

Section 2. Term of Office: Election

- A. The Board of Trustees shall be elected at the Annual Meeting of Members, and will serve for a term of three (3) years, three members to be elected each year.
- B. The Board of Trustees shall consist of at least six residents of the Turpin Hills Subdivision.
- C. On or before the first day of November of each year the President of the Board of Trustees shall corresponded with the membership to invite interested parties to place their names on the ballot, on or before the first day of December immediately thereafter, the President shall present the candidates for nominations to the Secretary who shall, on or before the fifteenth of December send written ballot to each voting member..
- D. The ballot, together with a statement of the number of Trustees to be elected and an unstamped envelope, shall be sent to each member at least ten days prior to election. Each member voting shall place an "X" opposite the name of each candidate for whom he votes and shall mail the same, postage prepaid, to the Secretary, sealed in the envelope so provided, at least five days prior to the election; or shall deposit same in person, or by another Voting Member authorized to do so, at the Annual Meeting. At the time of the Annual Meeting, the Secretary shall deliver the sealed envelopes (ballots) to the Inspectors of Election appointed by the Board of Trustees to be opened by said inspectors and counted with the ballots so deposited in the ballot box.
- E. Any Trustee who shall cease to hold a membership in the organization, or who becomes an Inactive Member, shall automatically cease to be a member of the Board of Trustees.

- F. Vacancies in the Board of Trustees shall be temporarily filled by a majority vote of the remaining Trustees; the Trustee elected to fill the vacant seat shall serve until the next Annual Meeting of members at which time any unexpired portion of such vacancy shall be filled by vote of the members, which such election being held in accordance with the procedures aforesaid.

Section 3. Meetings

- A. The Board of Trustees shall meet at least eight (8) times during the months of March to September, inclusively, and at such other times as they may deem necessary; the organizational meeting of the Board of Trustees shall be held within thirty days following the Annual Meeting of the organization.
- B. Notice of each meeting of the Board of Trustees shall be mailed to each Trustee at least seven days before the date of the meeting, unless such notice is waived by the individual Trustee or Trustees.

Section 4. Quorum

Six members of the Board shall constitute a quorum.

Section 5. Powers

- A. The Board of trustees shall have the power to make rules and take such action not inconsistent with the Articles of Incorporation or Code of Regulations or contrary to law, as in their judgment may be necessary or desirable for the welfare of the organization.
- B. The Board of Trustees shall not incur obligations by note, bond, mortgage, or pledge of any kind in an aggregate amount at any one time in excess of forty thousand dollars (\$40,000) during the period between consecutive Annual Meetings of Members, with out the express approval of two-thirds (2/3) of all voting members who may vote in person, by mail or by proxy. The Board of Trustees may allocate available club funds to maintain existing facilities, without the express approval of voting members.
- C. Membership Approval: Consideration by the voting membership of financial matters exceeding Forty Thousand (\$40,000) Dollars may occur at the annual meeting or any special meeting called for that purpose and approval shall be determined by a majority of those members voting in person or by mail-in ballot or by proxy.

Section 6. Annual Report

The Board of Trustees shall make an annual written report, including a financial report, to the membership at the Annual Meeting of the Members.

Section 7. Removal

Any one or more members of the Board of Trustees may be removed by a two-thirds vote of the voting members present in person or represented by proxy at any Annual or Special Meeting.

ARTICLE V – OFFICERS

Section 1. Number, Election

The officers of this organization shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers, as, in the discretion of the Board of Trustees, are deemed necessary or appropriate. The officers shall be elected annually by the Board of Trustees from among the Trustees, and shall hold office until their successors are elected at the last meeting of the Board of Trustees before the annual meeting of members.

Section 2. President – Powers and Duties

The President shall preside at the meetings of the Corporate and of the Board of Trustees; she/he shall be the administrative officer of the Corporation; she/he shall appoint, subject to the confirmation by the Board of Trustees, all standing committees and chairmen thereof, and all special committees as may be directed; he shall be, ex officio, a member of all committees.

Section 3. Vice President – Powers and Duties

The Vice President, in case of absence or disability of the president, shall act in her/his stead, and shall be, ex officio, a member of all committees.

Section 4. Secretary – Powers and Duties

The Secretary shall send out notices of the meetings of the organization and of the Board of Trustees, keep the minutes of such meetings, conduct correspondence pertaining to his office, and perform such other duties pertaining to his office as may be requested of her/him by the Board of Trustees.

Section 5. Treasurer – Powers and Duties

The treasurer shall attend to preparing an annual operating budget and appropriate audit procedures to insure compliance therewith, keeping the accounts of the organization, collecting its revenues, and paying its debts as approved by the Board of Trustees or other agency authorized by the Board of Trustees to incur such debts; she/he shall perform such other duties pertaining to her/his office as may be requested of her/him by the Board of Trustees. She/he shall be bonded at the expense of the Corporation.

Section 6. No trustee shall serve in the same capacity in one of the above four officer position for more than (2) consecutive years.

ARTICLE VI – FEES

Section 1. Membership and Initiation Fee

- A. Effective March 1, 2010, the membership fee for new members shall be one thousand, two hundred ninety-five dollars (\$1,295.00), seven hundred ninety five dollars (\$795.00) of which shall be a non-refundable initiation fee. The Board of Trustees shall review the value of the membership fee and the non-refundable initiation fee at least once each year and may adjust the value of either fee upward or downward as may be necessary on the basis of current business considerations, economic circumstances and sound, customary accounting procedures, including the level of Club membership, recreational programs offered facilities provided and any special assessments, capital improvements, depreciation or appreciation of assets. Notice of revaluation of said fees shall be given in writing by the Board of Trustees to the members at least five (5) days prior to any special or annual meeting. Said revaluation shall be final unless modified by a two-third vote of the members present in person or represented by proxy at any special or annual meeting.
- B. Effective January 1, 1987, the membership fee shall be depreciated one hundred dollars (\$100.00) per year or fraction thereof.

Section 2. Annual Operation Fee

The Annual Operating Fee shall be established by the Board of Trustees, at its first meeting after the annual meeting.

Section 3. Failure to Pay

Any Member failing to pay assessments or other indebtedness before April 15 of each year, or within thirty days of the mailing of a statement of such indebtedness is not paid within fifteen days, the delinquent Member may be suspended by the Board of Trustees; any Member thus suspended shall immediately be notified in writing by the secretary of the suspension, and if the indebtedness shall not be paid within fifteen days after the sending of such notice, membership in the organization shall be automatically terminated; provided, however, that the Trustees may, at their discretion, reinstate any such Member upon request and payment of all indebtedness to the organization.

Section 4. Guest Responsibility

Members shall be responsible for the payments of all charges or liabilities that may be imposed upon or incurred by them, and for all charges imposed upon or incurred by their guests to whom privileges of the organization shall have been extended. This includes damage to property or removal of property from the premises.

Section 5. Hardship Cases

The Board of Trustees may consider and make special provision for any particular hardship case.

Section 6. Taxes

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

ARTICLE VII – MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Members shall be held during the month of January at such time and place as the Board of Trustees shall determine, for the purpose of electing Trustees, presenting Committee reports and transacting general business of the organization.

Section 2. Special Meetings

- A. A Special Meeting of Members may be called at any time by direction of the Board of Trustees.
- B. A Special Meeting of Members shall be called by the secretary within thirty days of written request for such a meeting made by at least 30% of the voting members.

Section 3. Notice of Meetings

- A. Notice of all meetings of Members shall be given by mail to all Members at least ten days prior to such meetings; mailing of notice to the last known address of Members shall constitute sufficient notice under this Section.
- B. Notice of Special Meetings shall state the purpose for which the Special Meeting is called, and no other business shall be transacted thereat.

Section 4. Quorum

Thirty Voting Members, present in person or by proxy, shall constitute a quorum at any meeting of Members.

Section 5. Manner of Voting

- A. Voting members may be represented by proxy; voting may be viva voce (by voice), but ten Voting Members, including those represented by proxy can demand and obtain a vote by roll call, which in the case of proxies shall consist of reading the proxies or the tally of the proxy votes.
- B. Voting by Mail-in Ballot: The Notice of the Annual Meeting and all Notices of Special Meetings shall include a numbered mail-in ballot for all agenda items of consideration requiring membership approval. The ballot may be returned by mail, postage prepaid and post marked five days prior to the meeting date or returned in person or by another member authorized to do so at the meeting.

Section 6. Proxies

For the purposes of this Code of Regulations, all proxies shall be in writing, and the signature of the Voting Member must be verified by the presiding officer or some person authorized by her/him to do so.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees

There shall be the following standing committees appointed by the President with each committee consisting of at least a Chairman, who, except in the case of the nominating and audit committee, shall be a Trustee. Additional committee members having the same qualifications as are required by these regulations for election as Trustee may be appointed at the discretion of the President.

A. Operating Committee

This Committee shall be composed of the President, Vice-President, Treasurer, the Trustee in charge of Pool and Grounds and the Club Manager. It shall have the authority during the period between Memorial Day and Labor Day to make operating decisions which cannot be delayed until the next Board

of Trustees meeting. In conjunction with the Rules Committee, the Committee shall see that the rules and regulations of the Club are enforced.

B. Pool and Grounds Committee

This Committee shall attend to the improvement and maintenance of the pool, tennis courts, buildings, operating equipment and grounds, and shall develop and maintain a maintenance program for the facility.

C. Membership Committee

This Committee in accordance with Article III, Section 6, shall investigate and report to the Board of Trustees upon the desirability of applicants for membership.

D. Social Program Committee

This Committee shall be responsible for preparing the program of entertainment for members and their families and exercise supervision over its implementation.

E. Rules Committee

This Committee shall prepare rules of health and good conduct in connection with the operating of the Club and shall, in conjunction with the Operating Committee see that the rules and regulations of the Club are enforced.

F. Concession Stand Committee

This Committee shall operate the concession stand including selecting vendors and items for sale, determining the sale price, recommending purchase of equipment, developing an equipment maintenance program, establishing control procedures with respect to money and merchandise; securing appropriate licenses with government agencies and following through with filing of all required reports.

G. Swim and Dive Team Committee

This Committee shall be responsible for maintaining the competitive swim and dive team program, including the formation of a parents' committee, liaison with the league consultation with pool managers regarding the selection of coaches and development of practice, procedures and routines, conducting of all home meets, and securing officials and judges as required.

H. Tennis Committee

This Committee shall develop the tennis program for the Club including participation in competition leagues as justified by the interest level of the membership, sponsorship of tournaments as approved by the Board and recommendation of rules and procedures for play.

I. Audit Committee

This Committee shall be responsible for the audit of books and financial report as prescribed by the Code or Regulations.

Section 2. Powers and Duties

The additional powers and duties of the standing and special committees shall be prescribed and defined by the Board or Trustees.

Section 3. Special Committees

The Board of Trustees may establish such special committees, including an executive committee, for such purpose as it feels beneficial to the Corporation; 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 Section 1 for standing committees.

Section 4. No trustee shall serve as Chairman of the same committee for more than two (2) consecutive years.

ARTICLE IX – MISCELLANEOUS

Section 1. Indemnification of Trustees and Officers

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

Section 2. Removal of Officers and Trustees

Any or all officers or members of the Board of Trustees of the corporation may be removed from office by the vote of two-thirds or more of the voting members, as shown by the membership records of the corporation, at the annual meeting or at a special meeting called for that purpose or upon receipt by the secretary of the corporation of a written petition for that purpose signed by qualified representatives of two-thirds of the voting members as shown by the records of the corporation.

Section 3. Dissolution

This organization may be dissolved by an affirmation vote of three-quarters of all Voting Member, as shown by the membership records of the corporation, at the annual meeting or at a special meeting called for that purpose. After payment of all liabilities, the assets shall be evenly distributed to all members.

Section 4. Amendment, Repeal and Alteration or Regulations

Proposals for Amendment of these Code of Regulations must be sponsored by thirty voting members and shall be submitted in writing to the Secretary who shall present the proposals to the Board of Trustees at their next meeting. The proposals and the recommendations of the Board shall be placed on the agenda at the next regular or special meeting of the membership, provided, the proposal is submitted thirty days in advance of such meeting. Approval of two-thirds of the members who vote in person, by mail or by proxy but not fewer than 150 total votes (i.e. minimum of 100 'yes' votes) shall be required to adopt any amendment to this Code or Regulations. This Code of Regulations shall not be amended in any other manner.

Section 5. Roberts Rules of Order.

Any parliamentary procedures not covered in the Code or Regulations shall be governed by Roberts Rules of Order.

Section 6. Date of Amendment

This Code of Regulations was last amended on May 31, 2010, such amendments to be effective May 31, 2010.

**ARTICLES OF INCORPORATION
OF
TURPIN HILLS SWIM AND RACQUET CLUB, INC.**

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation not for profit, under the General Corporation Act of the State of Ohio, do hereby certify:

FIRST: The name of this organization shall be Turpin Hills Swim and Racquet Club, Inc.

SECOND: The place in Ohio where its principal office is to be located is in the Township of Anderson, Hamilton County, Ohio.

THIRD: The purposes for which it is formed are:

- a. to own, acquire by purchase, gift, lease or otherwise, real estate for swimming pools, club houses, bathrooms, athletic and recreational facilities, with full right to own, improve and hold the same for the accommodation and entertainment of its members;
- b. to own, acquire by purchase, gift, lease or otherwise, personally in the furtherance of the ownership, operation and maintenance of swimming pools, club houses, bathrooms, athletic and recreational facilities;
- c. to invest in, hold, lease as lessor, encumber, sell, exchange, transfer and dispose of property of any description or any interest therein;
- d. to make contracts;
- e. to form or acquire control of other corporations, whether for profit or non-profit;
- f. to borrow money, and issue, sell and pledge its notes, bonds, and other evidences of indebtedness, and secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property;
- g. to do all thing permitted by law and exercise all authority within the purposes stated in its articles or incidental thereto;
- h. to invest its funds not currently needed in carrying out its purposes in any shares or other securities of another corporation (whether non-profit or for profit), business or undertaking;
- i. to carry on any other lawful enterprise and to do everything and anything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or all of the objects herein enumerated or incident to the powers and privileges now or hereafter conferred by the laws of the State of Ohio upon non-profit corporations organized under the General Corporation law of Ohio.

FOURTH: Nine (9) trustees shall comprise the Board of Trustees, all of whom shall be voting members, and at least six (6) of whom shall own real estate in and be residents of Turpin Hills Subdivision or one of its sections as shown by the recorded subdivision plats in the Hamilton County, Ohio Recorder's Office.

FIFTH:

- a) Voting Members. A voting member must be (1) a member owning real estate in Turpin Hills Subdivision or one of its sections as shown by recoded subdivision plats in the Hamilton County, Ohio Recorder's Office; or (2) a charter members as shown by the Membership Book; or (3) a non-resident of Turpin Hills Subdivision and a member in good standing as provided in Article VI – Fees, Sections 1, 2 and 3 of the Code of Regulations as amended, having paid all membership fees, annual operation fees, assessments or other indebtedness for a consecutive minimum period of two (2) full operating seasons, Memorial Day through Labor Day. The voting member shall consist of a family unit made up of a husband and wife or head of family and any dependents living in a household of said family unit. (The Board of Trustees shall have the sole power to determine the status of dependents and their residence under this Section).

- b) Non-Voting Members. Non-voting members are those members who have not met the requirements of either (1), (2) or (3) of paragraph 2 (a), above, which pertain to voting members.
- c) Voting members and Non-voting members may be further classified for all other corporate purposes, except voting, as set forth in the Code of Regulations.
- d) At any time that vacancies exist or occur in the membership, property owners of real estate in Turpin Hills Subdivision or its various sections shall be given first consideration by the Board of Trustees. Membership shall be conferred upon any property owner of real estate in Turpin Hills by the vote of approval of two-thirds or more of the members of the Board of Trustees. Membership shall be conferred on all other persons by the vote of approval of three-fourths or more of the Board of Trustees.

SIXTH: Proposals for Amendment of these Articles of Incorporation must be sponsored by one hundred (100) voting members and shall be submitted in writing to the Chairman of the Board of Trustees who shall present the proposals to the voting members at the annual meeting of the voting members, or at a meeting for the purpose of amendment of these Articles, under the provision of Sec. 1702.17, 1702.18 and 1702.19 of the Ohio Revised Code. Approval of 3/4 of the voting members voting in person at such meeting shall be required to adopt any amendment to these Articles of Incorporation providing a quorum is present. A quorum shall consist of at least one hundred and fifty (150) voting members or seventy-five percent (75%) of the voting members, whichever is greater.