

**AMENDED BY-LAWS OF  
FORT THOMAS SWIM CLUB, INC.**

(as adopted September 26, 1985  
amended October 10, 2000  
Amended January 28,2008  
Amended October 20,2009  
Amended October 28, 2020)

**ARTICLE I**

**NAME AND PURPOSE**

Section 1. Name. The name of the corporation shall be Fort Thomas Swim Club, Inc., hereinafter called "Club".

Section 2. Purpose. The purpose of the Club is to construct, maintain and operate a swimming pool, bath house, and grounds for the benefit of its members.

**ARTICLE II**

**MEMBERS**

Section 1. Membership. Certificates of Membership shall contain the name(s) of the record owner(s) of the membership. The record owner(s) of the membership shall either be an individual or a husband and wife as joint owners. Memberships shall be of one class, and such membership shall extend the privileges of the Club to all the members, if any, of the family unit of the record owner(s). Family Unit as herein used, shall consist of the record owner(s) of the certificate of membership and any of the following persons, provided they reside in the same household:

- (1) his or her spouse or partner
- (2) Parents of the owner and/or his or her spouse
- (3) Any unmarried child of the owner of his or her spouse
- (4) Any unmarried person related by blood to the owner or his or her spouse; except in no event shall a divorced or widowed child and their child or children be considered as a part of the family unit; provided however,
  - (a) Where the person who is the record owner of a certificate of membership and his or her spouse are separated and living apart permanently, whether by divorce or otherwise, or where both husband and wife are the record joint owners of a certificate of membership and are separated and living apart permanently, whether by divorce or otherwise. The one having physical custody of the parties' child or children shall have the full and complete privileges, along with such child or children, of the membership of this corporation and notwithstanding the other spouse may be the record owner of such certificate, such spouse shall not be considered as a relative permanently residing in the same household and thereby shall not be entitled to the membership privileges of this corporation.
  - (b) Where separation as stated above exists and each party has custody of one or more of the parties' children all of said children shall be deemed to be of the same

household; provided, however, such parties shall determine as between themselves which of them shall be entitled to the Club's privileges. Should the parties fail to do so, the Board of Directors shall have the right of choice then by secret ballot.

- (c) Where separation as stated in (a) or (b) above exists, the resignation on the part of a record owner of a certificate shall not terminate the membership of his or her spouse; provided, however, the latter continues to be in good standing and, in the event this Corporation is required to redeem the certificate by paying such resigning record owner the then value thereof, such spouse shall reimburse this Corporation for such expenditure at which time the certificate will be reissued to such spouse.

Section 2. Limitation on Membership. There shall be no more than 550<sup>1</sup> memberships outstanding at any one time.

Section 3. Application. Application for membership shall be filed with the Membership Committee Chairman on forms provided by the Club.

Section 4. Acceptance. Each applicant for membership shall be proposed by two members, shall be recommended, in the order of receipt for applications for membership, favorably or unfavorably by the majority vote of the Membership Committee. An applicant shall be accepted to membership upon the favorable vote of the Board of Directors which shall notify the applicant in writing of such approval and fees due. If membership is not accepted, by payment of the required fees within 10 days after receipt of notification, the applicant shall forfeit his right to accept membership. Thereafter, he may again apply for admission to membership in accordance with these By-Laws.

Section 5. Termination or Suspension of Membership by Board. A membership may be terminated or suspended by the vote for suspension or termination of two-thirds (2/3) of the Board of Directors for any of the following reasons:

- (a) Delinquent account
- (b) Violation of these By-Laws
- (c) Violation of the operating rules of the Club
- (d) Verbal abuse, including but not limited to vulgar or profane language, or physical abuse directed against any person while on Club premises
- (e) Any action or conduct by a member deemed by the Board of Directors to be prejudicial to the best interest of the Club.

Such action shall not be taken until the member has been given 10 days written notice of the charges and an opportunity to appear and defend against the charges before the Board of Directors.

Any member who violates the Rules and Regulations and/or these By-Laws are subject to disciplinary action up to and including revoking that member's pool privileges for a period of time to be determined

---

<sup>1</sup> Amended October 20, 2009 According to Rules to Change By-Laws.

by the Board of Directors and/or the Managers. Any non-member who violates the Rules and Regulations and/or these By-Laws will not be allowed back onto Club property for the remainder of the pool season. This disciplinary action may take effect immediately at the discretion of the Board of Directors and/or the Managers<sup>2</sup>.

Section 6. Termination by Death or Resignation. Unless terminated under Section 5 above, a membership shall terminate upon the resignation of the record owner(s) of the certificate of membership and his or her spouse, or upon the death of the last of said persons; provided, however, if such last person at the time of his or her death is survived by a child or children permanently residing in the household thereof, the membership shall not terminate and membership privileges of this Club shall extend to said child or children. A guardian or person having custody over said child or children shall have membership privileges of this Club as long as such person permanently resides with such child or children. Should such children of deceased members be separated and living in different households, then the privileges shall extend to such children but to only one person as guardian or person having custody of said children and such person's household. The same procedure set out in Article II, Section 1(b) shall be followed in determining such person under this section.

Section 7. Dues and Fees. As of the 1<sup>st</sup> day of July, 1991, a membership fee of \$1,000.00, initiation fees and annual dues, in such amounts as may be determined by the Board of Directors, shall be paid by each membership.

Section 8. Annual Dues. Dues are due and payable before May 1 of every year. New members accepted prior to July 15 shall pay the full amount of annual dues for that year and those accepted after July 15 shall pay one-half of said annual dues.

Section 9. Membership Certificates. Membership certificate fees as of July 1, 1991, shall be \$1,000.00 and shall be paid on acceptance of membership to the Fort Thomas Swim Club, Inc. All current members of the Fort Thomas Swim Club, Inc. as appearing on the membership rolls of the Fort Thomas Swim Club, Inc. on the 30<sup>th</sup> day of June, 1991, shall surrender the currently held membership certificate and shall purchase a new membership certificate for \$1,000.00. Said membership fee shall be paid on or before the 1<sup>st</sup> day of July, 1991.

However, any member who holds a current membership certificate as of the 30<sup>th</sup> day of June, 1991, shall be given a credit of \$250.00 on the purchase fee of the new \$1,000.00 membership certificate.

If membership is terminated for any reason, the membership certificate shall revert and be transferred to the Fort Thomas Swim Club, Inc. which shall reissue the membership certificate to applicants on a waiting list maintained by the Secretary of the Fort Thomas Swim Club, Inc., in the order which membership applications are received and after approval by the Fort Thomas Swim Club, Inc.

Section 10. Refund of Annual Dues. A membership terminated prior to July 15 of any year, shall receive a refund of one-half the annual dues paid for said year, and if terminated after July 15, shall receive no refund.

Section 11. Redemption of Membership Certificate. If the membership is terminated by a member after the 1<sup>st</sup> day of July, 1991, the Fort Thomas Swim Club, Inc. shall redeem the membership certificate in the amount of 75% of the original cost of the membership certificate to the holder of the certificate within 30 days of tender and shall reissue same pursuant to the terms of Article II herein. The remaining 25% of the

---

<sup>2</sup> Amended October 10, 2000 According to Rules to Change By-Laws.

original cost of the membership certificate shall be retained by the Fort Thomas Swim Club, Inc. as a transfer fee.

Section 12. Delinquency. If a member fails to pay his annual dues or other indebtedness by the due date, he shall be advised of such delinquency by the Treasurer by certified mail, return receipt requested, and if payment is not made by the date designated therein, such membership may be terminated.

Section 13. Voting. Each membership shall vote as one class and shall be entitled to one vote. Notices required to be given by law or by the By-Laws to members shall be given to record owner(s) of the membership, and that person shall be entitled to vote said membership. If the record owners of the membership are husband and wife, either spouse shall be entitled to cast one vote for said membership.

### **ARTICLE III**

#### **MEETINGS OF THE MEMBERS**

Section 1. Annual Meeting. The annual meeting of the members shall be held at such time between September 1<sup>st</sup> and October 30<sup>th</sup> of each year and at such place as the Board of Directors shall designate.

At the annual meeting, Directors shall be elected, the President's and Treasurer's reports shall be given and such other business transacted as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Vice President, a majority of the Board of Directors. A special meeting shall also be called by the Secretary within thirty days upon written demand of at least 50 members stating the purpose thereof. No business other than that specified in the call shall be considered at any such meeting.

Section 3. Notice of Meetings. Not less than ten nor more than thirty days written or printed notice of all annual and special meetings of the members stating the time and place, and if a special meeting, the objects thereof, shall be given to each member by mailing or tendering via electronic means, if elected by the member, a copy thereof to their address as shown on the Club's records.

Section 4. Quorum. Thirty (30) memberships, present in person or via electronic means, shall constitute a quorum for the transaction of business at any annual, special, or adjourned meeting of members of the Club. If less than a quorum is in attendance for any meeting which shall have been called, such meeting may be adjourned by a majority of the memberships present. The affirmative vote of majority of the memberships present at a meeting, shall be necessary for the authorization or taking of any action voted upon by the members except as otherwise provided in the By-Laws.

### **SECTION IV**

#### **BOARD OF DIRECTORS**

Section 1. Number and Qualifications of Directors. The Board of Directors shall consist of nine (9) persons, all of whom shall be members.

Section 2. Nominating Committee. The nominating committee shall consist of the three (3) directors whose terms expire at the end of the year, whose duty it shall be to nominate for Directors, a number of members equal to twice the number of Directors to be elected. The Committee shall, not less than thirty

(30) days before the annual meeting, report the names of nominees to the Secretary. The names of the nominees shall be included by the Secretary in the notice of the annual meeting.

Any member not so nominated may, not less than five (5) days before the annual meeting, file with the Secretary, his petition for candidacy signed by not less than twenty-five (25) members in good standing, whereupon the Secretary shall add such petitioner to the list of nominated candidates.

Section 3. Voting for Directors. A member shall be entitled to vote for as many candidates as there are Directors to be elected, but he shall not vote more than once for the same candidate. The candidates receiving the greatest number of votes shall be elected; and, in the event two or more candidates receive the same number of votes for the office of Director, voting shall continue until that number of the deadlocked candidates necessary to be elected to bring the Board to its authorized complement have received a greater number of votes. Thereupon, such candidate shall be declared by the inspectors of the election.

Section 4. Term of Office. Each Director shall hold office for three years and until his successor is elected and qualified. Three (3) Directors shall be elected for a term of three (3) years at each annual meeting.

Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the remaining members of the Board. The person elected by the Board shall serve only until his successor shall be elected at the next annual general membership meeting. The successor shall be elected for the remainder of the vacant term.

Section 5. Meeting of the Board of Directors. The first meeting of a new Board of Directors shall be held within 30 days following each annual meeting, for the purpose of organization, and Board of Directors shall officially take office at that meeting. The Board of Directors shall meet at least once a month during the months of January through October, inclusive, at such time as the President of the Board designates.

Special meetings may be called by the President of the Board of Directors or any four (4) Directors. At least three (3) days notice of all meetings shall be given in writing or orally except that such notice may be waived by the entire Board of Directors.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of any business. The act of a majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors except where a larger number is required under law or these By-Laws.

Section 7. Powers and Duties.

- (a) The Board of Directors shall have the control and management of the business, funds, property and affairs of the Club, and may make, amend and repeal rules and regulations thereof.
- (b) It may borrow money but not authorize the encumbrance of the Club property to secure such indebtedness in excess of \$50,000.00. It may not sell, lease or otherwise dispose of any real estate owned by the Club, or assets *in toto* of the Club, without a majority vote of the entire membership.
- (c) It may supervise the admission and termination of membership consistent with the provisions of these By-Laws.

- (d) It may appoint and remove agents, servants and employees and fix their duties and compensation.
- (e) Any Director of the Club may be removed for cause by the affirmative vote of two-thirds (2/3) of the members present at a meeting thereof duly called and held for such purpose.

Section 8. Liability. A Director of the Club shall not be personally liable to the Club or its members for monetary damages for breach of duty as a Director, except for liability:

- (a) For any transaction in which the Director's personal financial interest is in conflict with the financial interest of the Club or its members.
- (b) For acts or omissions not in good faith or which involve intentional misconduct, or are known to the Director to be a violation of law, and
- (c) For any transaction from which the Director derived an improper personal benefit.

## ARTICLE V

### OFFICERS

Section 1. General. The officers shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors at the first meeting following the annual meeting of the members. Officers shall hold office for one year and until their successors are elected and qualified. The President, Vice President, Secretary and Treasurer shall be Directors. The Board of Directors may also elect or appoint other officers or assistants, who need not be Directors, and may assign them such duties as the Board of Directors may deem necessary.

Section 2. Duties. The officers shall have all the powers and perform all the duties which are incident to their respective offices pursuant to the laws of Kentucky, or which are assigned by the Board of Directors, including, but not limited to, the following:

- (a) The President shall preside at all meetings of the members and Directors and shall sign, together with the Secretary, all written contracts and obligations of the Club, and, with the Treasurer, shall countersign all checks. He shall be *ex officio*, a member of all committees with the right to vote. He shall exercise, subject to the control of the Board of Directors, a general supervision over the affairs of the Club.
- (b) The Vice President shall have and exercise all powers and authority and shall perform all duties of the President during his absence or disability to act. In case both the President and Vice President are absent or unable to perform their duties, the Board of Directors may appoint a president pro-tem.
- (c) The Secretary shall keep the minutes of all proceedings of the Board of Directors and all meetings of the members and make a proper record of same. He shall maintain a list of current members and waiting list. He shall keep such books as may be required by the Board of Directors. He shall give all notices required by law or these By-Laws.

- (d) The Treasurer shall have the custody of the funds and securities of the Club. When necessary or proper, he may endorse on behalf of the Club for collection, checks, notes and other obligations. He shall deposit the funds of the Club to its credit in such banks as the Board of Directors may designate. He shall keep in the books of the Club, full and accurate accounts of all monies received and paid by him for the account of the Club. He shall submit to the annual meeting of the members, a statement of the financial condition of the Club, which shall include a balance sheet and profit and loss statement for the past year. He shall issue and attest, with the President, all certificates of membership.

Surety bonds in the amounts and with such sureties as may be satisfactory to the Board of Directors shall be required of the Treasurer, and may be required by the Board or any other officer, agent, or employee, the cost thereof to be paid by the Club.

- (e) There shall be six (6) standing committees as follows:

1. The Membership Committee
2. The Pool and Grounds Committee
3. The Finance Committee
4. The Activities Committee
5. The Nominating Committee
6. The Auditing Committee

The chairmen of the standing committees (except Auditing Committee) shall be members of the Board of Directors. Other than the Chairmen, the members of said committees need not be members of the Board of Directors. Said committees shall be appointed annually by the President, subject to the approval of the Board of Directors. The President shall instruct in writing all committees as to their duties.

In addition to the above and foregoing committees, the President, with the consent and approval of the Board of Directors, may from time to time create and appoint other and further committees and prescribe their duties. Acts of all committees shall be subject to the approval of the Board of Directors.

Section 3. Removal. Any officer may be removed for cause by two-thirds (2/3) vote of the entire membership of the Board of Directors at a meeting called and held for such purpose.

## ARTICLE VI

### MISCELLANEOUS

Section 1. Dissolution. The Club may elect to wind up its affairs and dissolve by resolution authorizing such action adopted at a meeting of members duly called for such purpose. Said resolution may be adopted by the affirmative vote of two-thirds (2/3) of the entire membership. Assets of the Club shall be paid over and distributed, if consistent with law, in the following order: Outstanding indebtedness,

retirement of bonds outstanding, refunds on Certificates of Membership and the balance remaining to Members, share and share alike.

Section 2. Interpretation. Any question as to the meaning or proper interpretation of the provisions of these By-Laws or rules adopted pursuant thereto shall be determined by the Board of Directors.

Section 3. Rules of Procedure. Unless otherwise provided by law or these By-Laws, the rules of procedure governing meetings of Members of the Club or Board of Directors shall be those of Robert's Rules of Order, as revised from time to time.

Section 4. Attorney's Fees. In the event that a member or a family member files a lawsuit or initiates any other legal proceedings against the Club, the Board, a Board Member, or an employee with respect to any actions taken by such individuals with respect to Club business, and if the Club, Board, Board Member, or employee prevails against the member or family member who has filed such action, then the member or family member shall be required to pay the attorney's fee of the parties against whom such legal action was taken<sup>3</sup>.

## **ARTICLE VII**

### **AMENDMENTS TO BY-LAWS**

Any and all sections of these By-Laws may be amended, modified or repealed by a two-thirds (2/3) vote of the members present at any meeting of the members called for the purpose, at which meeting a quorum is present.

The notice of the meeting shall include the amendment, modification or repeal, or the substance thereof.

---

<sup>3</sup> Amended October 10, 2000 According to Rules to Change By-Laws.