

CODE OF REGULATIONS

I. NAME AND OBJECTS:

1. The name of said Corporation shall be The Athletic Club of Columbus Company (Club) situated at 136 East Broad Street, Columbus, Ohio, 43215.
2. The Club is formed for the purpose of providing means of entertainment, amusement, refreshment, instruction, athletics and other recreation for its members.

To accomplish these purposes, the Club may purchase, lease or otherwise acquire and own such real estate and personal property appurtenances or make improvements to same as may be necessary or convenient.

II. MEMBERSHIP:

There shall be eleven (11) classes of membership:

Resident	Clergy	Social
Non-Resident	Privileged (I & II)	Graduate Student
Corporate	Associate	Corporate Social
Honorary	Surviving Spouse	

1. RESIDENT MEMBERS:

The combined total of Resident Members and Corporation members shall not exceed 2,000 persons. The number of Resident members shall be 2,000 less the number of Corporation members (not to exceed 400) at the time a person is considered for Resident Membership. However, this paragraph shall not be construed to change, modify or limit the right of Intermediate members to acquire Resident membership.

Any person at least twenty-one (21) years of age may become a Resident member upon election as hereinafter provided, and upon qualification by the payment of the then prevailing regular admission fee, and upon payment of the unexpired portion of the current monthly dues.

No person who shall not have been previously elected to Resident membership shall have any voting right, property right, ownership right or hold any elective office in the Club.

2. NON-RESIDENT MEMBERS:

Any person at least twenty-one (21) years of age whose principal residence and principal place of business are more than 50 miles outside the radius of the Club House, may become a Non-Resident member upon election as hereinafter provided, and upon qualification by payment of the then prevailing admission fee, and upon payment of the unexpired portion of the current monthly dues.

When a Non-Resident member establishes a principal residence or principal place of business within a 50 mile radius of the Club House, the member shall thereupon cease to be such a member but may, on written application to and approval of the Board, be transferred to Resident membership with all the rights, privileges and obligations thereof, subject to the following conditions:

- A. Payment of the admission fee currently required of Resident members, credit being given for the amount of admission fee previously paid as a Non-Resident member.
- B. Statement of the date, subject to verification, upon which such change of principal residence or principal place of business became or is to become effective, including agreement to pay the difference between monthly Non-Resident and Resident dues from such effective date.

3. CORPORATE MEMBERS:

Corporation member representatives shall not exceed a prescribed number recommended by the House Committee and endorsed by the Board of Directors.

A firm, corporation, or other organization may acquire Corporate memberships for its representatives upon election as hereinafter provided, and such representatives shall be subject to all Rules and the Code of Regulations of the Club. Such Corporate members, when elected, shall have the rights of Non-Resident members except they may sponsor a candidate for membership.

Corporate members may propose more than one representative for membership. They may also sponsor a candidate for membership.

Each Corporate member shall pay the dues recommended by the House Committee and endorsed by the Board of Directors.

In case of the death, resignation or expulsion of a Corporate member, or in case the corporation desires to change the representative in the Club, the corporation may propose the name of another representative, which shall be handled as a new application, and upon the election of a new representative, the corporation shall pay a transfer fee in an amount established by the Board. The ownership of a Corporate membership shall be forfeited if no acceptable representative is proposed within one year of the termination of a former representative and no other representative of the corporation is an active Corporate member.

A Resident member or a Non-Resident member may convert to a Corporate member by paying the difference between the admission fee of a Resident member or a Non-Resident member and that of a Corporate member which is in effect at the time of such conversion, provided that the Corporate membership is not closed. No refund will be paid.

Multiple Resident and/or Non-Resident members, or any combination thereof, may similarly convert to a single Corporate membership, and the converting members shall become Corporate representatives of the new Corporate membership created thereby. The fee for such conversion shall be computed by applying the total of admissions fees paid by such converting members to the total admission fee that would otherwise be charged, at the rates effective at the time of such conversion, for a Corporate membership with the same number of Corporate representatives as those converting their membership to the single Corporate membership. No refund or accumulation of credit shall survive such conversion. The converting members shall be subject to the same conditions and limitations of membership as all other Corporate representatives, including but not limited to the right of cancellation and addition or replacement of membership by the corporation. Such transfer of membership shall divest the transferring member of all voting rights which the member may have previously enjoyed.

The owner or representative of a Corporate membership may, upon application and approval by the Board, transfer from Corporate to another classification, upon payment of a fee that shall be determined by the Board.

4. HONORARY MEMBERS:

Honorary memberships may be conferred by the Board for such periods as it may deem proper, upon any person who shall have achieved distinction through services to the public or the Club or shall have become eminent in science, literature, art or athletics. Honorary members shall be exempt from payment of an admission fee and dues but shall pay all personal charges incurred at the Club.

5. CLERGY:

Members of the clergy may become members upon election, as herein provided, upon such terms as established by the Board. Members of the clergy shall pay an admission fee set by the Board of Directors and shall pay all personal charges incurred at the Club. The definition of Clergy shall be set by the Board of Directors.

6. PRIVILEGED MEMBERS:

Any member who is in good standing in all respects may, upon application duly made, become a Privileged I or Privileged II member without payment of any conversion charge.

A. Privileged I membership shall require the member to be at least seventy (70) years of age and to have 20 years of continuous membership.

B. Privileged II membership shall require the member to be sixty-five (65) years of age or older and to have thirty-five (35) years of continuous membership.

Privileged I and II members shall retain all rights and privileges of the classification from which they transferred. They shall be subject to Code of Regulations and Rules of the Club. Payment of dues may be established by the Board, and members shall pay all personal charges incurred at the Club.

7. ASSOCIATE

Any person between the ages of twenty-one (21) and thirty-five (35), both inclusive, or any age limit hereafter fixed by the Board, may become an Associate member upon election in accordance with the rules provided for Resident members.

Said Associate member shall be subject to the same rules and regulations as Resident members. The maximum number of Associate members shall be fixed by the Board. Associate members shall have no voting rights or privileges nor any right, title or interest in the property or assets of the Club nor shall they be eligible to hold any office in the Club. Any Associate member in good standing may become a Resident member on or before the termination of the Associate membership, provided that the member is not indebted to the Club, by payment of the then prevailing admission fee required for said membership less the amount of admission fee paid by the member at the time of affiliating with the Club as an Associate and by paying such dues as may be prescribed thereafter. It is further provided that the Board shall have the power to make any other provision for this class of membership according to the needs and the conditions of the Club.

8. SURVIVING SPOUSE:

The surviving spouse of a member shall, upon the death of such member, become a member of this classification.

For the first twelve (12) months after the death of the member, such surviving spouse shall not be required to pay dues. Thereafter, such membership may be continued upon payment of dues in such amount as may be established by the Board. Members in this class shall not vote, retain property rights, or propose or endorse new members. Membership shall terminate upon the remarriage of such member.

A Surviving Spouse may at any time apply for membership under another classification through the application process as hereinafter provided, without incurring an initiation or transfer fee. However, all dues and other obligations consistent with the new membership category shall apply.

9. SOCIAL MEMBERS:

Any person age sixty (60) or older may apply for Social membership as hereinafter provided and upon qualification by payment of the prevailing admission fee.

Members in this classification may not vote. Social members are not permitted to use any Athletic Department facility. A Social member may transfer to another classification of membership upon written application and payment of the prevailing transfer fee, provided all eligibility requirements have been satisfied.

10. GRADUATE STUDENT

Any person aged 21 through 31 who is a full time graduate student may apply for Graduate Student membership as hereinafter provided for a period of not less than one (1) semester of not fewer than four (4) months, and not longer than three (3) years. Membership shall continue from semester to semester upon payment of the prevailing fees and evidence of continued full time graduate student status. Upon completion of or withdrawal from graduate school, Graduate Student members may apply to transfer to another category of membership without the payment of a transfer fee.

Members in this classification may not vote or hold elected or appointed office.

Fees and regulations for Graduate Students shall be set by the House Committee and approved by the Board of Directors.

11. CORPORATE SOCIAL

The Corporate Social Category of membership is designed for companies who want to utilize the Athletic Club of Columbus's restaurants and private event space.

There are no athletic privileges associated with this membership, and the membership is an "individual" rather than a "household" membership. The company must have a minimum of three (3) members enrolled as Corporate Social members. The primary member dues are identical to that of a "Resident" member and dues for the additional members decline based on total number of members from the company.

III. RIGHTS OF MEMBERS:

1. All members (regardless of membership class) and their children and guests shall be subject to the Code of Regulations and Rules of the Club.
2. Resident members intending to be absent from the state of Ohio for a period of one (1) year or longer, upon written application to the Board, may be placed on the Non-Resident list and thereupon be subject to Non-Resident dues for the period of such absence. Their return to Ohio shall reinstate them as Resident members upon such terms and conditions as the Board may determine.
3. Members resigning while in good standing shall have the option of applying for reinstatement for a period, fixed by the Board, from the date of resignation, upon written application to and approval of the Admission Committee and the Board, and upon the payment of such sum or sums, and upon such terms and conditions as may be fixed by the Board. Notwithstanding anything herein contained to the contrary, members may resign whether or not they are in good standing upon the date of resignation, but they shall remain responsible for any legal debts owed the Club. All resignations shall be made in writing to the Secretary at least twenty-one (21) days prior to the last day of the month in which the resignation will take place.
4. Any member in good standing who shall become disabled through accident or illness to an extent that prohibits the member from pursuing the member's business or profession may, upon written application to and by the affirmative vote of two-thirds of the members of the Board, secure a temporary leave of absence from the Club, without payment of dues or assessments during said illness or disability, but said period of time may not exceed one (1) year. Any further extension must be upon new application and new action by the Board as hereinbefore provided.
5. Members intending to be absent from the state of Ohio for a period of six (6) months or longer on active duty with the armed forces of the United States may, upon written application to the Board be excused from paying dues or assessments during the period such member is absent from the state of Ohio, but said period may not exceed two (2) years.
6. Members who have five or more years of tenure may be permitted one Leave of Absence due to economic reasons, for a period not to exceed 12 months, at the discretion of the Board. During this time, dues are reduced to \$25 per month and food minimums and assessment will be suspended, along with club privileges. At the end of the approved LOA period, the member becomes fully active at the previous level of membership, and the monthly dues collected over the LOA will be applied to his/her account. This is a one-time dispensation.
7. When a Resident member moves both the member's principal residence and principal place of business outside within Franklin County or the contiguous counties thereto, that member may, upon application, be transferred to a Non-Resident membership without payment of any further admission fee.

When a Non-Resident member who was formerly a Resident member renews his/her principal residence or principal place of business within Franklin County or the contiguous counties thereto, that member may, upon application, be transferred from a Non-Resident membership to that of a Resident member upon such terms and conditions as the Board may establish; otherwise, the membership shall terminate.

IV. DUES AND FEES:

Admission fees and the dues of all members shall be fixed by the Board.

V. INDEBTEDNESS OF MEMBERS:

1. The limit of credit of members shall be within the discretion of the House Committee.
2. Bills for all indebtedness of members of the Club will be rendered in the month in which payment is due.
3. Any indebtedness will be due and payable by the last day of the fiscal month in which the statement is mailed. In the event such indebtedness remains unpaid after thirty (30) days, the Treasurer shall notify the delinquent member that the member's name will be posted on the bulletin board and further credit will be suspended. Such suspension of credit shall continue until the account of indebtedness, including but not limited to current dues and admission fee, is paid in full. If the indebtedness, including current dues, is not paid in full by the next regular meeting of the Board, the account shall be presented to the Board with the recommendation of the Treasurer for disciplinary action, which may include provisional or irreversible expulsion from the Club. The Treasurer will collect all balances due the Club.

4. Any expelled member may appeal to the Board for reinstatement only after all accounts of indebtedness, including dues, are paid.

VI. RECORD OF MEMBERSHIP:

The Club shall keep a membership list containing the name and address of each member of the Club. The Club shall also keep a record of the date of admission of each member and the class of membership to which the member belongs.

VII. GUEST PRIVILEGES:

1. Guest fees: The House Committee may establish a guest fee for visitors upon such conditions as they may deem appropriate.
2. Members will be responsible for the conduct of their guests, and all indebtedness incurred by a guest and not paid by that guest will be considered and treated as the indebtedness of the member introducing the guest.
3. A member shall register guests at the front lobby reception desk, provide such information and upon such forms as may be required and pay the appropriate guest fee.
4. Guests shall not be introduced upon nights when Club entertainments or functions are held, except when given especially for members and their guests as specified in the notice of the entertainment or function.
5. Guest privileges may be terminated at the discretion of the Manager with the approval of the House Committee.
6. A guest residing within Franklin County or the contiguous counties thereto, shall have such Club privileges and under such conditions as may be determined by the House Committee.
7. A guest who resides outside Franklin County or the contiguous counties thereto, may be granted guest privileges for a period of two weeks, upon application by a member to the Manager and approval of the House Committee. Renewal of guest privileges is at the discretion of the Manager with the approval of the House Committee.
8. Members visiting a reciprocal club must obtain a card of introduction from the Athletic Club of Columbus and present same together with the member's current membership card to such Club upon arrival. Members utilizing such privileges are subject to all rules and regulations of such Club and are liable for any charges incurred.

VIII. DISCIPLINE:

If the conduct of a member or a member's spouse, child or guest shall be reported to the Board by the General Manager or any other person, and the Board, after investigation, finds such conduct to be disorderly or in violation of the Rules or Code of Regulations or prejudicial to the interest or character of the Club, and if the nature of the offense, in the opinion of two-thirds of the Board, requires it, the Board may suspend the member from the privileges of the Club for a period not exceeding six (6) months, or may expel the member. No member or guest shall be suspended or expelled from the Club for misconduct until the member shall have been furnished an opportunity to be heard before the Board in the member's own defense. A motion to reconsider the expulsion of a member may be made at any regular meeting of the Board. Any members so expelled shall be ineligible for election or admittance into the Club grounds until such ineligibility is removed by a majority vote at a Board meeting.

IX. MEETING OF MEMBERS:

1. The fiscal year of the Club shall be determined by the Board of Directors.
2. The regular Annual Meeting shall be held at 11:00 A.M., on such day in February of each year as determined by the Board at its previous November meeting
3. Special meetings may be called by the President, by a Vice President, by the Board by action at a meeting or by a majority of the Board acting without a meeting, or upon the written request of fifty (50) voting members.
4. Not more than twenty (20) days nor less than fifteen (15) days before the date fixed for a meeting of members, whether annual or special, written notice of the time, place and purposes of the meeting shall be given by or at the direction of the President, a Vice President or the Secretary. Such notice shall be given by mail to each member

entitled to notice of such meeting at his/her respective address appearing on the records of the Club, and notice shall be deemed to have been given on the day so posted.

5. The order of business at the Annual Meeting shall be as follows:
 - A. Call to order 11:00 A.M.
 - B. Recess for the purpose of voting
 - C. Reconvene at 5:00 P.M.
 - D. Read Minutes
 - E. Communications
 - F. Reports of Officers
 - G. Reports of Standing Committees
 - H. Reports of Special Committees
 - I. Unfinished Business
 - J. New Business
 - K. Recess until all votes have been tabulated.
 - L. Report of Election
 - M. Adjournment
6. At special meetings no business shall be transacted except that specified in the notice of the meeting. The proxy form furnished the voting members shall provide such members with a means of indicating, in writing, their will in regards to the question set forth in the notice of the meeting. Said proxy form shall be followed by the Proxy Committee when voting on the question set forth in the notice of the meeting.
7. Fifty (50) or more voting members present in person or by proxy shall constitute a quorum at any regular or special meeting, except that on the day of the regular Annual Meeting a quorum shall not be required in order to call the meeting to order for the purpose of opening the polls for voting.
8. **VOTING BY PROXY:**
 - A. A person who is entitled to attend a meeting of voting members, to vote or to execute consents, waivers or releases may be represented at such meeting or vote and execute consents, waivers or releases and exercise any of the member's other rights by proxy or proxies appointed by a writing signed by such person.
 - B. No appointment of a proxy shall be valid after the expiration of three (3) months, and every appointment of a proxy shall be revocable by a later appointment received by the Club or by notice of revocation given to the Club in writing or in open meeting. Such revocation shall not affect any vote taken prior to the receipt of a revocation by the Club. The presence at a meeting of the person appointing a proxy does not revoke the appointment.
 - C. Unless the writing appointing a proxy otherwise provides:
 1. Each proxy has the power of substitution, and, when three or more proxies are appointed, a majority of them or of their substitutes may appoint one or more substitutes to act for all.
 2. If more than one proxy is appointed, then, with respect to voting or executing consents, waivers, or releases or objections to consents at a membership meeting, a majority of such proxies may exercise all the voting and consenting authority. If one or more attend and a majority do not agree on any particular issue, each proxy shall be entitled to exercise authority with respect to an equal number of members. With respect to the exercise of any other authority, a majority may act for all.

X. BOARD OF DIRECTORS (BOARD):

1. The Board shall consist of nine (9) voting members. Three (3) Directors shall be elected at each Annual Meeting to serve for terms of three (3) years each or until their successors are elected and qualified. When a vacancy occurs in the term of a Director, the Board shall select a voting member to fill the unexpired term.

2. **NOMINATION AND ELECTION OF DIRECTORS:**

A. The President, at the regular meeting in November, shall propose a Nominating Committee, subject to the approval of the Board, of five (5) voting members, no one of whom shall be a member of the Board, Proxy Committee or Judges Committee, nor a candidate for election as a Director, to nominate at least one candidate for each office of Director, to be filled at the Annual Meeting. The Nominating Committee shall choose its own chair, and shall present a report to the Secretary not less than thirty (30) days before the Annual Election. This report shall be posted immediately by the Secretary on the bulletin board of the Club.

B. At the written request of twenty-five (25) voting members, the name of any other candidate(s) for Director shall be placed in nomination and shall be posted immediately with the names of the other candidates, together with the names of the members at whose request the nomination is made, provided said written request is placed in the hands of an officer of the Club not less than twenty (20) days before the annual election.

C. No person shall be elected who has not been nominated as provided in Section A or B.

D. The Secretary shall mail to each voting member of the Club a notice which shall announce the names, occupation and business affiliations of all candidates nominated for election. Such notice shall accompany or be made a part of the notice of the Annual Meeting and shall be mailed not more than twenty (20) days nor less than fifteen (15) days before the Annual Meeting.

3. **POWERS OF THE BOARD**

The Board of Directors shall have general charge of the affairs, property and membership of the Club. They shall have the power to adopt rules consistent with the Code of Regulations and Bylaws and to enforce and amend these as they deem necessary for the government of the Club and its guests. It shall further be the Board's duty to carry out the purpose of the Club according to the Articles, the Code of Regulations, and The Bylaws.

4. **POWER TO INDEMNIFY:**

The Club has the power to indemnify any person who was or is a party or is threatened to bade a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. In the case of third-party actions, this power to indemnify shall arise only by reason of the fact that the person was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another entity. This power to indemnify also arises in suits by or in the right of the Club to procure a judgment in its favor by reason of the fact that the person indemnified is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another entity.

The Club has the power to indemnify against expenses (including attorney fees) actually and reasonably incurred, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in (or not opposed to) the best interests of the Club, and, with respect to any criminal proceeding, if the member had no reasonable cause to believe the conduct was unlawful.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of that person's duty to the Club unless and only to the extent that the court, in which such action or suit was brought shall determine, upon application, that despite the adjudication or liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

XI. BOARD PROCEDURES:

1. The immediate Past President, should that officer's term on the Board have expired, shall be retained on the Board for a term of one (1) year immediately succeeding retirement from the Office of President. The Past President's status shall be that of an ex-officio, non-voting member. In the event the immediate Past President should still be serving a term as a Board member, the Past President's status shall be that of a full voting member until the term expires, at which time the Past President shall become an ex-officio, non-voting Board member for one (1) year immediately succeeding retirement from the Board.
2. The Directors shall report on the affairs, and finances and property of the Club at the Annual Meeting.
3. The President shall propose appointees to fill vacancies in any committee, subject to Board approval.

4. The Directors shall hold no less than ten (10) meetings per year at such time and place as they may determine. Special meetings may be called by the President or Secretary upon notice to each Director of such meeting. A majority of the Board shall constitute a quorum at all meetings.
5. If any member of the Board shall be absent from three consecutive meetings of the Board, unless the member shall have previously obtained permission to do so or shall present at the next meeting of the Board an excuse for the absence satisfactory to the majority of the Board present, the Board may declare the position vacant, and the absent member shall be deemed to forfeit said position.

XII. JUDGES COMMITTEE:

The President shall propose five (5) voting member inspectors of the election, to be known as the Judges Committee, subject to the approval of the Board, no one of whom shall be a member of the Board, Proxy Committee or Nominating Committee, nor a candidate for election as a Director, to have charge of the election. Any vacancy in the Judges Committee shall be filled by the President.

This Committee shall convene at 11:00 A.M. on the day of the election, shall open polls and shall accept ballots from voting members between the hours of 11:00 A.M. and 7:00 P.M. The Polls shall remain open until 7:00 P.M., after which the Committee shall tabulate the votes and present a written report, signed by each member of the Committee, to the President.

XIII. PROXY COMMITTEE:

The President shall appoint three (3) voting members, subject to the approval of the Board, as the Proxy Committee, no one of whom shall be a member of the Board, Nominating Committee, or Judges Committee, nor a candidate for election as a Director, whose names shall be set forth on the proxy forms furnished by the Club. Such proxy forms shall provide additional space for use by the member in the event such member shall desire to designate some other person as that member's proxy. In no event shall any person be eligible to serve as proxy unless that person is entitled to attend the meeting, to vote or to execute consents, waivers or releases.

If a member desires to name a proxy or proxies other than the Proxy Committee, said proxy shall present the required credentials to the Judges Committee prior to the closing of the polls and shall cast the vote of such member in writing, which vote shall be included in its report to the President.

XIV. ELECTION COMMITTEE & CERTIFICATION OF RESULTS:

1. The President shall appoint an Election Committee consisting of two (2) voting members who are not candidates for the Board, the Manager or the President.
2. Both the Judges Committee and the Proxy Committee shall, separately and independently of each other, tabulate the votes and present a written report to the President. The Election Committee shall then tabulate said committee reports to arrive at a final result.
3. The three (3) candidates receiving the largest number of votes shall be declared elected. If more than the number of candidates to be elected to an office received the largest and an equal number of votes, such tie shall be resolved by lot by the President in the presence of the Election Committee.
4. The Election Committee shall then certify the final results of the election to the membership by posting the names of the candidates elected. The President shall make an oral report of the results at the meeting prior to adjournment.
5. The ballots and written reports shall remain in the care and control of the Election Committee and shall be disposed of at the direction of the Board at its next meeting.

XV. STANDING COMMITTEES:

The Standing Committees of the Club shall be the Executive Committee, Admission Committee, House Committee, Entertainment Committee, Athletic Committee, Finance Committee, and Employees Pension Plan and Trust Committee.

1. EXECUTIVE COMMITTEE:

- A. The Executive Committee, of which the President shall Chair, shall be composed of the President and two other Directors, elected by the Board at the first meeting after the Annual Election.
- B. The Executive Committee, in the interim between the meetings of the Board, shall exercise all powers of that body, in accordance with the general policy of the Club and the instructions of the Board.
- C. Meetings of the Executive Committee shall be held on the call of the President or any two (2) members of the Committee. All members of the Committee shall be notified of its meetings, and a majority of its members shall constitute a quorum. The Executive Committee shall keep a record of its meetings and transactions, which shall at all times be open to the inspection of any of the Directors.

2. ADMISSION COMMITTEE:

- A. The Admission Committee shall consist of a Chair and not less than two (2) other voting members, appointed by the President and subject to the approval of the Board, at the first meeting after each Annual Election. Their terms shall run for one (1) year or until their successors are appointed.
- B. The Admission Committee shall hold meetings upon the call of the Chair.
- C. The Admission Committee shall receive, consider and treat as confidential all communications with reference to persons proposed for membership, unless such information is requested by the Board. The Admission Committee shall have the right to request additional information or letters of endorsement, if it so deems necessary.
- D. No member of the Admission Committee may propose any applicant for membership.
- E. **Candidates for admission shall be sponsored by any member in good standing.** This shall be done on forms prescribed by the Board, which shall include such information as required by the Board, with the name(s) of reference(s), the number to be prescribed by the Board, each of whom shall be entitled to sponsor a candidate as permitted by the first sentence of this paragraph. Letter(s) of endorsement from the reference(s) shall be required unless waived by the Board. Members of the Board of Directors shall be entitled to sponsor candidates and to be references for candidates.
- F. When an application for membership is referred to the Admission Committee as herein provided, the Secretary shall immediately post the name of the applicant, together with the address, occupation, the names of the sponsors and the date of the application, on the bulletin board of the Club, and keep the same posted for at least ten (10) days. The Admission Committee shall also investigate the eligibility of each candidate and make a careful examination of the candidate's qualifications. The Committee shall act upon the application of each candidate separately and shall forthwith report its action as to each applicant to the Board.
- G. The Board shall act upon the report of the Admission Committee by secret ballot. The Secretary or Assistant Secretary shall tabulate the votes on each applicant and report the results to the Board. All applicants receiving a majority of votes cast shall forthwith become a member. An applicant denied membership shall not be considered for membership for one (1) year from the date of the meeting wherein his/her application was denied. The Board may table action on any application. The results of the action of the Board shall be transmitted to the sponsor immediately.
- H. If a candidate elected to membership fails to meet all qualifications within thirty (30) days after notice of election shall have been sent by the Secretary, the election may be declared void by the Board.
- I. All applications for transfer to another membership category must be approved by the admissions Committee before being presented to and voted on by the Board.

3. HOUSE COMMITTEE:

- A. The House Committee shall consist of a Chair, who shall be a member of the Board, and not fewer than four (4) but no more than eight (8) other voting members.

At the first meeting after the Annual Meeting, the President shall propose the name of a Chair who shall serve for one (1) year and four (4) other voting members, subject to the approval of the Board, whose terms shall be so regulated as to provide for two (2) members serving a two-year term and for two (2) members serving a one-year term or until their successors are appointed.

- B. The House Committee shall supervise the Club premises and, together with the Board, shall be responsible for the employment and discharge of the General Manager. It shall, through the General Manager, make and authorize all necessary purchases, audit bills, regulate the prices of articles sold in the Club and receive, consider and adjust complaints. It shall, through the General Manager, have general supervision over the internal economy and regulation of the Board, except in emergencies affecting the welfare and safety of the Club, its contents, members, guests and other persons.

The General Manager shall supervise the management of all departments and employees of the Club, including but not limited to full responsibility of the operation of all departments, the engagement and discharge of all employees and the purchase of all operating supplies. The Manager shall have such other duties and responsibilities as shall be delegated to that office by the House Committee and Board, to whom the Manager shall report and from whom direction shall be taken.

- C. The House Committee shall have the authority and duty to make rules and regulations governing the use of the Club and its property, including but not limited to the right to change, add or modify the categories of membership and dues structure, subject to approval by the Board, and shall perform such other duties as may properly come within its province.

The Chair of the House Committee shall make such written reports to the Board as may be required.

- D. The House Committee shall appoint a Secretary, who shall keep minutes of its proceedings in a minute book provided for that purpose, which minutes shall always be available for inspection and submission to the Board.

4. ENTERTAINMENT COMMITTEE:

- A. The Entertainment Committee shall consist of a Chair and not less than two (2) other members, who shall be proposed by the President and approved by the Board at the first meeting of the Board after the Annual Meeting. Their terms shall run for one (1) year or until their successors are appointed.
- B. The Entertainment Committee shall arrange for such social, literary and other entertainment as, in its opinion, will best promote the interest and purposes of the Club, subject to the direction and approval of the Board.
- C. The Entertainment Committee, through its Chair, shall make such written reports to the Board and House Committee as may be required.

5. ATHLETIC COMMITTEE:

- A. The Athletic Committee shall consist of a Chair and not less than two (2) other members, who shall be proposed by the President and approved by the Board at the first meeting after each Annual Meeting. Their terms shall run for one (1) year, or until their successors are appointed.
- B. The Athletic Committee shall have authority over the Athletic Department's programs and schedules, subject to the direction and approval of the House Committee and Board.
- C. The Athletic Committee, through its Chair, shall make such written reports to the House Committee and Board as may be required.

6. FINANCE COMMITTEE:

- A. The Finance Committee shall consist of a Chair and not less than two (2) other voting members, who shall be proposed by the President and approved by the Board at the first meeting after each Annual Meeting. Their terms shall run for one (1) year or until their successors are appointed. The Treasurer of the Club shall be a voting member of this committee.
- B. It shall be the duty of the Finance Committee to supervise and inspect the finances and certified yearly audit of the Club and to report its recommendations concerning the same as called for by the Board. The Finance Committee shall hold meetings upon the call of the Chair and shall keep minutes of its proceedings.

7. EMPLOYEES PENSION PLAN AND TRUST COMMITTEE:

The Employees Pension Plan and Trust Committee shall consist of the immediate Past President, the General Manager of the Club, and three (3) other members of the Board. The immediate Past President shall be Chair of the Committee and the General Manager shall be Secretary. The three (3) members of the Board, unless otherwise designated by the Board, shall be the President, First Vice President and Second Vice President. Unless otherwise designated by the Board, the Employees Pension Plan and Trust Committee shall also serve as trustees of the Club pension plan.

8. OTHER COMMITTEES:

Ad Hoc Committees may be appointed from time to time by the Board, at its discretion, to serve for periods as designated by the Board.

XVI. OFFICERS:

1. The officers of the Club shall be a President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer. They shall be elected by the Board from its own numbers at the first meeting after each Annual Election and shall hold office for one (1) year or until their successors are elected and qualified.
2. The President shall preside at all the meetings of the Club. This person shall sign all written contracts and obligations of the Club, except checks, and in general perform all of the duties incident to the office. This person shall be an ex-officio member of all committees.
3. It shall be the duty of the First Vice President to perform all duties of the President in case of the President's absence or disability.
4. It shall be the duty of the Second Vice President to perform all of the duties of the President and the First Vice President in case of their absence or disability.
5. It shall be the duty of the Third Vice President to perform all of the duties of the President, the First Vice President and the Second Vice President in case of their absence or disability.
6. The Secretary shall keep the minutes of all meetings of the members, the Board and the various committees. The Secretary shall notify the members of their election, issue notices of all meetings of the Club, and keep the records and perform such other duties as may be assigned by the Board. The records of the Secretary shall at all times be open to inspection by any member of the Club.
The Board may appoint an Assistant Secretary, who shall serve at the pleasure of the Board, and who shall perform such duties as the Board or the Secretary may prescribe.
7. The Treasurer shall be charged with the collection and custody of the funds of the Club and shall disburse the same under the direction of the Board. The Treasurer shall keep the accounts in books belonging to the Club and, not later than ten (10) days preceding the Annual Meeting, shall present to the Board a full report of the year's business.

The Board shall have authority to appoint an Assistant Treasurer, who shall serve at the pleasure of the Board, and who shall perform such duties as the Board or the Treasurer may prescribe.
8. The funds of the Club shall be kept in such depository or depositories as the Board may select. The books of the Treasurer shall at all times be open to the inspection of any member of the Board, and the Treasurer may be removed by the Board at any time for refusal to exhibit them or for any misconduct in the affairs of his office. The Treasurer shall give bond in such amount as the Board may designate.
9. The Board may authorize the Secretary and Treasurer to employ, at the expenses of the Club, such assistance in the keeping of the records and the preparation of their accounts and reports.
10. The officers shall have further powers and duties as may be prescribed by the regulations or by the Board.

XVII. CLUB COLORS AND EMBLEM:

1. The colors of the Club shall be pearl gray and Yale blue.
2. The Emblem of the Club shall consist of the letters "ACC" arranged as follows: The letters "CC" shall be placed below the "A," and the three letters shall be so drawn as to form the outline of an equilateral triangle. To the sides of this triangle shall be affixed the outline of wings pointing upward, and the whole surrounded by a circle.

XVIII. CONSTRUCTION OF REGULATIONS:

1. Wherever the word "Club" is used in these regulations, it shall mean the Athletic Club of Columbus Company whenever the construction of the sentence in which the word is used will permit.
2. The interpretation of these Regulations shall be determined by the Board.
3. The Board shall decide, pro tempore, any question which may arise in regard to matters not covered by these Regulations.

XIX. AMENDMENTS:

Amendments to these Regulations may be made at any meeting of the Club, annual or special, by a two-thirds vote of Resident members present, in person or by proxy, provided that, if it be the intention to propose any amendment at a special meeting of the Club, written notice, including a copy of the proposed amendment, shall be given to the Resident members with the notice of such meeting.

XX. GENERAL PROVISION:

All members of the Board, Club officers, Committee Chairs and Committee members are hereby deemed to hold the same position as held prior to the passage of this Code of Regulations under the new titles and designations that may have been provided herein.

The President and Secretary shall certify the passage of this Code of Regulations by affixing their signatures and the date of passage at the end of said Code of Regulations.

DUTY OF MEMBERS

IT IS THE DUTY OF EVERY MEMBER OF THE ATHLETIC CLUB OF COLUMBUS TO BE FAMILIAR WITH ITS RULES AND REGULATIONS, AS IGNORANCE THEREOF SHALL NOT EXCUSE A MEMBER FOR ANY BREACH OR NEGLECT OF THE SAME.

This is to certify that the above Code of Regulations was adopted in meetings assembled **February 19, 008.**

Attest:

William J. Keller, President

Andrew Smith, Secretary

Witnessed by:

Frank DiLapo, General Manager

**THE ATHLETIC CLUB OF COLUMBUS
HOUSE RULES**

FOREWORD

It is the specific intent of these House Rules to conform to local, state and federal laws. In the event of conflict, such laws will at all times take precedence.

The purpose of Rules is to establish a standard for the use of the facilities of the Club to the end that all members may more fully enjoy the privileges of the Club.

It shall be mandatory upon Club management to enforce these House Rules unless otherwise directed by the House Committee.

I. GENERAL

1. The House Committee shall have the power, and it shall be its duty, to make rules and regulations governing the use of the Club and its property, and shall perform such other duties as may properly come within its province, subject to the direction and approval of the Board of Directors.
2. The House Committee or the General Manager (Or the General Manager Designee designated in his absence) shall have the authority to suspend temporarily any member from the Club or eject any member or guest from the premises of the Club House for any conduct which, in its judgment, is prejudicial to the welfare of the Club, and such member or the guest shall have his case fully presented at the next meeting of the Board of Directors, at which meeting he may present his case in writing.
3. The General Manager shall have complete charge of the management of the departments and employees of the Club, including but not limited to full responsibility of the operation of all departments and the engagement and discharge of all employees. The General Manager shall report to and take direction from the House Committee and the Board of Directors.
4. It is forbidden for a member to sign another's name or number or to permit another to sign another's name or number, or to sign a ticket after having been notified that the account is in arrears. Doing so may result in a member being suspended or expelled. Only the spouse of a member may use a membership card or number with the member's approval.
5. Access into the Club House for members and guests shall be on a twenty-four hour, seven-day week, twelve-month basis, unless otherwise determined by the House Committee. Departmental house of operation shall be established by the House Committee and posted upon the bulletin board or otherwise made available to the members. All food and beverage served on the premises must be supplied by the Club.
6. Coat rooms are available for the convenience of the member and the member's guest. The Club shall not be held responsible for lost or damaged items.
7. Valuables may be checked at the front desk. Safety deposit boxes are available at no cost on a first-come, first-served basis but may not be held for any period longer than twenty-four hours. Members or guests registered in sleeping rooms may occupy such boxes only for the duration of their stay. However, the Club assumes no responsibility for items so checked.
8. No member, guest or visitor shall remove any article belonging to the Club from the Club House. Except for functions outside of the premises catered by the Club, no articles belonging to the Club shall be loaned or rented to a member.
9. Personal check cashing for members shall be limited to such sums and frequency as may be determined by the House Committee. A guest of a member may, in an emergency, cash a check not to exceed the limit established for a member, providing the member approves such check on the face of the check. The member shall be held responsible for the check's proper clearance. Any member or guest whose check shall be returned from the bank for any reason may have privileges revoked permanently. Any check so returned and not made negotiable within seven days shall be brought before the Board of Directors for strict censure. The Club will not cash third party checks. Except in an emergency, checks will not be cashed during normal banking hours.
10. The Club staff is instructed not to serve alcoholic beverages to any minor, and no member or guest shall offer such minor any alcoholic beverages. The Club reserves the right not to sell alcoholic beverages to any person deemed by the server or management to be intoxicated or unruly.
11. Employees shall not perform any errand outside of the Club House without the approval of management. Non-staff messengers will be admitted only to the concierge desk in the front lobby.
12. Employees shall not be reprimanded, embarrassed or in any way punished by a member or guest. Any complaint regarding inattention to duty or lack of courtesy on the part of a Club employee is properly reported immediately to the General Manager or the Chairman of the House Committee in writing.
13. Automobiles may not park in front of the main entrance except to pick up or discharge passengers as allowed by the law. Violators may be subject to tow-away by the police department.
14. Gratuities to employees are on a voluntary basis and may be charged to your account.

15. No subscription paper or petition, of any kind, shall be circulated, no advertisement shall be displayed, no article exposed for sale and no notice shall be posted in the Club House, except those pertaining to the affairs of the Club, without the approval of the House Committee.
16. Animals shall not be allowed in the Club House except those that will be utilized in private entertainment or to aid the handicapped or impaired in such rooms as may be determined and for social purposes only. Such animals shall remain under complete control at all times. The host member shall be held responsible for any damage or injury sustained by any action of the animal on Club premises.
17. Members, family members, and guests will be required to sign their name and number to club checks for all supplies or services rendered in any department of the Club, same to be charged to their House accounts.
18. Spouses of members shall be accorded the same Club House privileges as the member or as determined by the House Committee.
19. C.O.D. packages will be received only upon prior arrangement with the office, but the Club shall assume no responsibilities whatsoever in case of damage or loss.
20. All members shall immediately notify the Membership Secretary in writing of any change of address. Failure to do so shall be deemed to be a waiver of any notice provided for under the House Rules or Code of Regulations of the Club.
21. Cash advances will not be permitted.
22. All complaints should be submitted in writing to the Chairman of the House Committee or the General Manager.
23. Members are responsible for the department of family and guests at all times while on the premises, as well as their financial obligations and any damage caused by them.
24. Any clarification of these House Rules is vested in the House Committee.

II. DINING ROOMS & BARS

1. The Dining Rooms and Bars shall be open during such days and hours as may be determined by the House Committee.
2. Room service for food and beverage shall be available only in case of illness in which case a room service charge of no less than \$5.00 per person will be charged.
3. Food or beverage will be served only in areas designated by the House committee.
4. Private dining or meeting rooms may be reserved in advance. Sponsors of any function shall be held responsible for the payment of any indebtedness incurred and are required to complete such forms as may be required.

III. BOWLING

1. The bowling alleys will be open during such hours and days as may be determined by the House Committee.
2. Alleys may be reserved for match or league games at the discretion of the Bowling Committee.
3. All eating and drinking must be confined to the rear of the bowlers' benches.

IV. BUCKEYE ROOM

The Buckeye Room shall be open during such hours and days as may be determined by the House Committee. Games for money or other illegal activities will not be permitted.

V. ATHLETIC DEPARTMENT

A. GENERAL INFORMATION

1. For purposes of clarification, the Athletic Director or designee, in the director's absence, shall be in complete charge of the Athletic Department, its personnel and activities, shall have the right to expel any person whose conduct is detrimental to the operation of a private club.

The Athletic Department comprises the gymnasium, exercise room, locker rooms, lounge, steam and sauna room, treatment and massage room, track, courts, swimming pool and any other ancillary area.

2. While exercising, members are required to wear clean and proper athletic attire at all times. Bathing suits are required in Pool Area including pool, whirlpool and sauna.
3. Members or their guests who are unacquainted with the use of the athletic apparatus shall consult the Athletic Director or other qualified instructor for instruction and permission before using.
4. All apparatus and equipment must be used carefully and properly, and movable apparatus returned to its place immediately after use. Any member, member's family or guest damaging apparatus shall immediately report same to the Athletic Director or designee and shall be liable to the full extent of such damage.
5. Specific Rules and Regulations governing use and hours of Handball, Squash, Racquet Ball, Gym, Pool etc. shall be under the direction of the Athletic Committee. Such Rules and Regulations shall be posted.
6. Gymnasium lockers may be rented upon application to the Athletic Director.
7. Smoking will not be permitted in the Athletic Department, or any hallways connecting any areas of the department.
8. Members in athletic attire will not be permitted in any area other than in the Athletic Department area, except as may be determined by the House Committee.
9. Showers must be taken before entering the swimming pool or whirlpool.

B. ATHLETIC DEPARTMENT RULES

1. The use of the department is restricted to members, their guests who accompany them, reciprocal members holding guest cards, and the spouses and children at their allotted times. Members shall have priority in all areas except as provided for elsewhere in these rules.
2. Members, guests and members' children between sixteen and twenty-three are required to show their membership cards or guest cards when requested by the Athletic Director or his assistants.
3. No more than one person shall make use of the same locker, except in the case of a father-minor son or mother-minor daughter.
4. Lockers may not be sub-leased.
5. Athletic attire and supplies may be purchased upon application to the Athletic Director or designee.
6. Running in the swimming pool area or diving from the balcony is not permitted. Pushing or throwing persons into the pool is prohibited.
7. The services of the Athletic Director, instructors and attendants and all privileges of the department are free, except as may be determined.
8. Entertainment and meets held in the department shall be for members only, unless otherwise directed by the Athletic Committee.
9. The department or any part of it may be temporarily closed on special occasions by order of the House Committee.
10. Athletic apparel must be rinsed in clear water before using dryers.
11. The Club assumes no responsibility for any personal articles.

12. Members shall not be allowed to remove Club towels or any other Club owned items from the Club premises.
13. The Club has the right to inspect all lockers and, if necessary, have soiled clothing or equipment laundered at the member's expense.
14. The Pool, Gym or Bowling Alley may be rented for special occasion upon approval of the General Manager.

VI. SLEEPING ROOMS

1. Reservations for sleeping rooms must be made by application to the front desk, and rooms assigned must be paid for until surrendered by notice of the room clerk.
2. Sub-leasing of any sleeping room or suite is expressly prohibited.
3. Persons leasing a room on a month-to-month basis are required to give at least two weeks' notice before surrendering their quarters. In any event, rates will not be pro-rated for less than a full month's rental.
4. Gambling or any illegal activity will not be permitted.
5. TV or radio must be turned down to a low level after 10:00 P.M.
6. Each person occupying a room must register at the front desk.

VII. GUESTS

1. A guest who resides outside of the forty-mile limit may be granted guest privileges for a period of two weeks on application by a member to the General Manager and with the approval of the House Committee. Renewal of guest privileges is at the Discretion of the General Manager and with the approval of the House Committee.
2. A guest residing within a forty-mile radius of the Club House, not a member of the Club, shall have such Club privileges and under such conditions as may be determined by the House Committee.
3. Guests shall not be introduced upon nights when Club entertainments or functions are held, except when given especially for members and their guests as specified in the notice of the entertainment or function.
4. A member shall provide such information and upon such forms as may be required when introducing guests by the House Committee.
5. Guests' privileges may be terminated at the discretion of the General Manager with the approval of the House Committee.
6. Neither a guest nor a member of a reciprocal club may act as sponsor of a guest.
7. The frequency of introducing guests to any department of the Club shall be governed by the House Committee. Members are cautioned to use discretion in entertaining a local guest beyond reasonable limits.
8. Guests shall abide by the House Rules and Code of Regulations. It is the responsibility of the member to apprise each guest of such Rules, as infractions will be considered the same as if such infractions were committed by the member.
9. Guests must be accompanied by a member at all times, except those holding overnight guest cards or reciprocal Club members holding a valid and current guest card.
10. Members are responsible for the conduct of their guests, and all indebtedness incurred by a guest is considered and treated as the indebtedness of the host/member.
11. Guest fees: The House Committee may establish a guest fee for visitors upon such conditions as they may deem appropriate.

VIII. DRESS CODE

1. Members shall be responsible for adherence to the Dress Code as determined by the House Committee, for themselves, their family and guests. Such Dress Code shall be posted on the bulletin board and otherwise made known.
2. Athletic attire shall be worn only in the Athletic Department and the Buckeye Room.

IX. SMOKING CODE

Smoking is not permitted in the Athletic Department or any areas designated as "Non-Smoking" by the House Committee.

X. RECIPROCAL CLUBS

1. A card of introduction to a Reciprocal Club may be obtained at the front desk.
2. Only members in good standing shall be issued a card of introduction.
3. A member shall be governed by the Rules and Regulations of the host club and shall be responsible for any indebtedness which may incur.
4. By prior arrangement with the host Club, a member may have charges incurred at a reciprocal club billed to the member's Athletic Club account.

XI. SPOUSAL AND HOUSEHOLD ADULT PRIVILEGES

1. A married adult ("spouse") or unmarried adult who is in a committed relationship with a member and permanently resides with the member ("household adult") shall enjoy the privileges of the Club House during such hours and days and under such conditions as determined by the House Committee.
2. A spouse or household adult may sign for any service using the member's membership number. The member shall be responsible for any charges incurred by the spouse or household adult unless this privilege is rescinded in writing by the member.
3. Upon the death of a member, the member's spouse shall be granted membership privileges for one year without payment of fees. Privileges may be extended beyond the first year by payment of such fees as may be in effect at the time set by the Board of Directors.
This opportunity does not inure to the benefit of an unmarried household adult.
4. If a member becomes divorced or separated from his/her spouse, or no longer permanently resides with his/her household adult, the non-member relinquishes all rights of access to the Club except as a guest until such time he or she may be granted membership in accordance with the then-existing admission procedures.
5. Spouses and household adults shall be governed by the same Rules and Regulations as members.
6. All other members of the member's household shall have only such privileges as may be provided elsewhere in the Club's Rules and Regulations.
7. Guests introduced by a spouse or household adult shall be subject to and governed by the Club's Rules and Regulations."

XII. CHILDREN'S PRIVILEGES

1. Children over twenty-three years of age, or who are married, or who no longer enjoy the financial support of the member-parent before reaching twenty-three years of age, shall have no privileges except those of a guest.
2. Children between sixteen years of age and twenty-three years of age, who are unmarried, and reside at home, or who are full-time students or who are members of the armed forces, may enjoy such privileges as may be determined by the House and Athletic committees.

3. All eligible children must have an Athletic Club of Columbus identification card on their person at all times while they are in the Club House and must produce such card on request from any authorized Club employee.
4. Children under the age of sixteen must be directly supervised by a member at all times while in the Club House, except when attending such functions as may be announced from time to time.
5. A member shall be responsible for the department of family and guests at all times while on the premises, as well as their financial obligations and any damage cause by them.
6. The Club administration has the right to revoke any or all privileges for any infraction of the Rules, and such infraction shall be reported to the member-parent and the House Committee.
7. Children not of legal age are not permitted to consume or purchase any alcoholic beverages in the Club House.
8. Children are restricted only to those areas of the Club House specifically set aside for them, except as stated elsewhere.
9. Children may have charge privileges upon application to and approval of the General Manager by the member-parent.
10. Children are additionally governed by such other Rules and Codes as may apply. The member shall be responsible for the proper instruction of their child in these matters.
11. Children may not introduce more than one guest per visit without approval of the Athletic Director, and shall be charged the guest fee of any other guest.
12. Members have priority over children on the use of athletic facilities.