

CODE OF REGULATIONS
OF
RIM OWNERS COALITION
AN OHIO NON-PROFIT CORPORATION

07 / 06 / 2019

ARTICLE I

DECLARATION; APPLICABILITY; OFFICE

1.1 **Declarations.** Rim Owners Coalition, (or “ROC”) is an Ohio nonprofit corporation. The Members hereby adopt the following Code of Regulations.

1.2 **Applicability.** The Code of Regulations are binding on all present and future property owners on the rim of the Quarry who are Members of ROC in good standing.

1.3 **Office.** The principal office of the Rim Owners Coalition shall be at such place within reasonable proximity to the real property owner by the Rim Owners Coalition as the Board of Directors may designate.

ARTICLE II

MEMBERSHIP AND VOTING RIGHTS

2.1 **Membership.** The Members of the Rim Owners Coalition are limited to the property owners on the rim of the Quarry who have been admitted as Members, paid their dues, and the ramp usage fee, and are otherwise in good standing with ROC.

2.2 **Voting Rights.** Each property will have only one vote. Elections of the Board of Directors and any other issue to be determined by the ROC membership shall be by a majority of the vote of the ROC Members at a meeting, in person or by proxy, by U.S. mail or by e-mail.

2.3 **Revocation of Voting Rights.** Any Member of the ROC who is not in good standing or has not paid dues will not be entitled to vote during any period in which the default, lien or violation continues.

2.4 **Definition of Property.** Property means a separate tax parcel as maintained by the Lucas County Auditor. When a parcel has multiple owners, or is a trust or business entity, the owner or owners shall designate the owner who will be a Member of ROC.

ARTICLE III

MEETINGS OF MEMBERS; PROXIES

3.1 **Place of Meeting.** Meetings of the ROC Members will be held at the Monclova Community Center, unless the Board of Directors determine that a meeting shall be held at some other place within the State of Ohio and provide notice of the meeting.

3.2 **Meetings.** The annual meeting of Members for the purpose of electing the Board of Directors and for the transaction of such other business shall be held in October of each year unless otherwise determined by the Board.

3.3 **Notice of Meeting; Waiver.** Written notice of each meeting of Members will be given not less than fourteen (14) days and no more than sixty (60) days before it is to be held. The notice will specify the date, time and place of the meeting, and, in the case of a special meeting, will specify the purpose of the meeting. The notice will be delivered personally, mailed via U.S. mail postage prepaid or sent via e-mail to all Members of record at their last known address. Any Member may waive notice of a meeting by doing so in writing before or after the meeting. Attendance at a meeting, either in person or by proxy or voting via e-mail, will constitute a waiver of notice and of any and all objections to the place or time of such meeting or the manner in which it has been called or convened, unless a Member attends the meeting solely for the purpose of stating, at the beginning of such meeting, any objection or objections relating to such meeting. Meetings may be conducted through the use of authorized communications equipment as provided by Ohio law.

3.4 **Action by the ROC without Meeting.** Any action that may be taken at a meeting of the Members may be taken without a meeting if written approval and consent, setting forth the action authorized, will be authorized by Members having a majority of the total votes of the ROC. This consent via U.S. mail or e-mail or personal delivery will be filed with or entered upon the records of the ROC.

3.5 **Proxies.** Members may vote or act in person or by proxy. The person designated a proxy must be an ROC Member in good standing. A Member shall designate a proxy by written notice to the Board of Directors and, except as otherwise provided in the Code of Regulations, may revoke the designation at any time upon written notice to the Board. Written notice to the Board or notice in a meeting of the revocation of a proxy designation will not affect any vote or act previously taken. Each proxy will have the power of substitution.

3.6 **Conduct of Meetings.** The President will preside over all ROC meetings and the Secretary will keep the minutes of the meeting and record all resolutions adopted at the meeting, as well as a record of all transactions.

3.7 **Minutes to be Posted.** Following a meeting of the ROC Members, the secretary will post the minutes from that meeting on the ROC website within 30 days.

3.8 **List of Members.** The Secretary shall prepare and maintain list of all Members with name and address.

ARTICLE IV

BOARD OF DIRECTORS; GENERAL POWERS; NUMBER; MEETINGS

4.1 **General Powers.** Except where by Ohio law, the Code of Regulations require that action be otherwise authorized or taken, all of the authority of the ROC will be exercised by or under the direction of the Board of Directors (the "Board"). The Board of Directors will be responsible for the affairs of the ROC and will have all the powers and duties necessary for the administration of the ROC's affairs and, as provided by law, may do all acts and things as are not by the Articles or this Code of Regulations directed to be done and exercised exclusively by the Members.

In addition to the duties imposed by the Code of Regulations, the Board of Directors will have the power to and be responsible for the following:

- a) preparing and adopting yearly dues or assessments which will be presented to each rim Member;
- b) opening a bank account on behalf of the ROC and designating the signatories required;
- c) establishing dues, collecting the dues and/or assessments, depositing the proceeds in a bank account on behalf of the ROC, and using the proceeds to administer for the ROC;
- d) obtaining and carrying commercial liability insurance and directors liability insurance against casualties and liabilities, as provided in the Code of Regulations, and paying the premium cost;
- e) obtaining and paying the property taxes for the boat access ramp property;
- f) providing for the operation and maintenance of the pump and water quality testing;
- g) making or contracting for the repairs, additions, improvements, or alterations to the boat ramp access, gate and pump, due to wear, damage or destruction;
- h) Keeping records with detailed accounts of the receipts and expenditures affecting ROC, specifying the maintenance and repair expenses and any other expenses incurred.
- i) making and amending rules and regulations;
- j) enforcing the provisions of the Code of Regulations, and the rules and regulations adopted by it and bringing any proceedings which may be instituted on behalf of or against the owners concerning the ROC;

4.2 **Rules, Regulations, and Bylaws.** The Board of Directors may adopt rules and regulations regarding membership, operation of the ROC property, and other matters regarding operations of the ROC and conduct of the Members of the ROC from time to time and may adopt bylaws governing meetings of the Board.

4.3 **Number of Directors.** The Board of Directors will consist of five (5) Board Members, or as determined by the Board; provided no reduction in number shall affect the term of Directors then in office. All Directors must be Members of the ROC in good standing and only one owner from each Property may be a Member and serve on the Board.

4.4 **Election; Term of Office.** The initial Board of Directors will continue as the Board of Directors until the first annual meeting of the ROC. The term of the initial Board of Directors shall expire as of the date of that first annual meeting and five (5) new Members shall be elected. Members of the initial Board shall not be precluded from being re-elected and serving as a Successor Board Member. Two (2) Directors shall be elected for a term of one (1) year and until her or his successor is elected and qualified, two (2) Directors shall be elected for a term of two (2) years and until her or his successor is elected and qualified and the fifth Director shall be elected for a term of three (3) years and until her or his successor is elected and qualified. Thereafter, all successor Board Members shall be elected for a term of three (3) years with no limitation on the number of terms a Member may serve.

4.5 **Procedure for Election.** At each annual meeting, the Members will elect a Director(s) to succeed to the office of the Director(s) whose term is scheduled to expire at that meeting. Only persons nominated as candidates shall be eligible for election as Board Members. Nominations for election to the Board of Directors shall be made by the current Members and by the Board and nominations will be permitted from the ROC Members. All candidates will have an opportunity to provide their qualifications to the Members and to solicit votes.

4.6 **Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the president. A Director of the Board may be removed, with or without cause, by a majority vote of the Members or the Board. Additionally, any Board Member who has three (3) unexcused absences from Board meetings within a year or who is delinquent in the payment of dues, fees, or an assessment for more than twenty (30) days will be removed from the Board.

4.7 **Vacancies.** Vacancies in the Board of Directors caused by any reason, including the removal of a Board Member by vote of the Directors or the Members, shall be filled by a vote of the majority of the remaining Directors, even though less than a quorum, at any meeting of the Board. Each person so elected shall serve the unexpired portion of the vacated term.

4.8 **Fees and Compensation.** No fee or compensation will be paid by the ROC to the Directors, Officers or Committee Members for their services.

4.9 **Meetings.** The annual meeting of the Board of Directors shall be held immediately after the annual meeting of Members. The annual meeting shall be held for the purpose of electing officers and any other business. The Board of Directors will also meet throughout the year, as necessary to carry out the business of the ROC.

4.10 **Action Taken by Directors.** Except as otherwise provided in the Code or by law, every act or decision by a majority of the Board present in person or by communications equipment where each Director may be heard pursuant to Ohio law at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. The Directors may also act by written action signed and approved by all Directors.

5.0 **Quorum.** Three or more Directors present in person or by authorized communications equipment shall constitute a quorum.

ARTICLE V

COMMITTEES

The Board of Directors may appoint one (1) or more Directors to constitute other committees of the ROC. The committee will specify a designation by which it will be known and its powers and authority. The Board of Directors may delegate to any committee any of the authority of the Board of Directors. Each committee will serve for the Board of Directors and will be subject to the control and direction of the Board of Directors.

ARTICLE VI

OFFICERS

6.1 Enumeration and Election of Officers. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors may elect such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. More than one office may be held by the same person at one time. The officers shall be elected from among the Members of the Board of Directors. The Board of Directors may remove any officer at any time, with or without cause, by a vote of the majority of Directors at a meeting at which a quorum is present. The Board of Directors may fill any vacancy on any office occurring from whatever cause.

6.2 Compensation. No fee or compensation will be paid by the ROC to any Board of Directors or officers for her or his services.

6.3 Duties of Officers. The duties of the officers of the ROC shall be as set forth below:

- a. **President.** The President will preside at all meetings and sign any contracts, notes, or other papers requiring the President's signature, and shall have such other duties that may be required of the President by the Board of Directors.
- b. **Vice President.** The Vice President will have the powers of the President during the absence or incapacity of the President or when there is a vacancy in the office of President, and will have such other powers and duties that may be required by the Board of Directors.
- c. **Secretary.** The Secretary will keep minutes of all the proceedings of the Board of Directors and the Members, make proper record of the same and furnish copies of such minutes to the President prior to the next meeting of the Board of Directors or the Members, as the case may be; sign all contracts, notes, or other papers executed by the ROC requiring such signature; provide notice of meetings of Directors and Members; keep such books as may be required by the Board; keep an accurate list of Members with their phone numbers, addresses, and e-mail addresses and perform such other and further duties as may be required by the Board.
- d. **Treasurer.** The Treasurer will have general supervision of all finances. The Treasurer will receive and have in charge all money, bills, notes, insurance policies, property taxes and similar property belonging to the ROC and perform other duties as may be required by the Board of Directors. The Treasurer will keep

adequate and correct accounts of the business transactions of the ROC and on the expiration of her or his term of office will turn over to the succeeding Treasurer or to the Board of Directors the property, books, papers and money of the ROC.

ARTICLE VII

INDEMNIFICATION OF TRUSTEES, OFFICERS

AND VOLUNTEERS

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee, or agent of or a volunteer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that the person's conduct was unlawful.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that the person is or was a director, officer, employee, or agent of or a volunteer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, Member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company or a partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation.

No indemnification shall be made if any such indemnification would be prohibited by Chapter 1702 of the Ohio Revised Code. The determination of person's entitlement to indemnification shall be made pursuant to Chapter 1702 of the Ohio Revised Code.

RIM OWNERS COALITION

RULES & REGULATIONS

The Rim Owners Coalition (ROC) was created to establish and maintain the interests of the rim owners of the Quarry for the ongoing maintenance of the Quarry, boat access ramp and safety. These Rules and Regulations ("Rules") were adopted by the Board of Directors of ROC.

1. A PRIVATE LAKE

- A. Albon Lake, (aka Salisbury Lake, Salisbury Quarry, the Quarry) located in Monclova and Springfield Townships, Ohio, is a private lake with limited access. The boat access ramp, which is located at 2925 Deep Water Lane, is owned by the Rim Owners Coalition, (ROC) a non-profit corporation with Members that have paid the one-time "buy in" fee.
- B. Rules are written pursuant to the Code of Regulations of ROC to be reviewed annually or when deemed necessary, unless noted otherwise in this document. A majority of ROC Member approval is required to alter or amend the Code of Regulations.

2. GENERAL RULES AND INFORMATION

- A. Boat Access Ramp "Buy In" and Annual Dues:
 - 1. The boat access ramp accessibility is available to only the rim owners who have purchased the one-time "buy in" fee for the access ramp property and are Members of ROC. The current "buy in" price is \$5,000.00. The "buy in" fee is attached to the owners' property address, and is completely transferrable upon the sale of the property. Only those Members, whose dues and assessments are fully current, are entitled to use the boat access gate, road, and ramp; all others will be trespassing and subject to prosecution.
 - 2. ROC dues, as determined by the Board of Directors, are payable annually with a due date of June 1. Dues will cover the cost of the boat ramp commercial liability policy, property taxes, ramp and pump maintenance, water quality testing and any other expense deemed appropriate by the Board.
 - 3. Dues will be considered delinquent following 60 days past the due date, at which time a lien may be placed on the delinquent Member's property. All costs of recording the lien will be added to any delinquency fee. Membership privileges will be suspended until all fees have been paid in full. All ROC Members must remain in good standing in accordance with these Bylaws.
- B. New Property Owners:
 - 1. ROC welcomes all new property owners. Since the membership is issued to the owners address, no additional "buy in" fee is required, unless the previous owner did not purchase the one-time "buy in" fee or membership interest for the access ramp property. New property owners will not be permitted to become ROC Members until all dues have been paid in full, including any delinquent fees that have been assessed to the purchased property on behalf of ROC.

C. Boat Access Ramp Use:

1. The boat access ramp is restricted to ROC Members in good standing who have a gate key, card code, fob, or other such limited electronic or mechanical access.
2. No more than one gate key, card, fob or code per ROC Member certificate will be issued to a Member at any one time.
3. Parking on the boat access ramp is prohibited except during loading or unloading of a Member's watercraft or for an emergency or for maintenance. With the exception of vehicles engaged in the launch and removal of watercraft owned by the ROC Member in good standing, no person shall drive or otherwise move a vehicle of any kind on the access road. Federal, State, County and private emergency vehicles used in training and in an emergency will have unlimited access.
4. Use of the access road will be limited to daylight hours and should be respectful of those owners whose lots are adjacent to the ROC boat access road.
5. Guest watercrafts are prohibited. All others will be trespassing and subject to prosecution.
6. No ROC Member or outside entity may use the boat access ramp for personal enterprise opportunities. This does not include the ROC firework display that is funded by ROC Members who pay an additional fee for this display.
7. The boat access ramp and gate must be secured (locked) after its use.

D. Safety & Compliance:

All ROC Members must abide by these Rules & Regulations. Failure to comply may result in the Directors temporary suspending the ROC Member's privileges and use of the boat ramp until such time as the violation has been addressed and action taken to correct any misuse or violation.

E. Boating Rules and Water Usage for ROC Members:

1. A "watercraft" for the purposes of these rules means any row boat, canoe, sailboat, paddle boat, inflatable boat, deck boat, pontoon boat, or any other similar conveyance that floats. All watercraft will be powered by wind, solar, human, electric, or other means which does not involve petroleum (natural or synthetic) or other substances that would be a potential contaminant to the lake waters and/or shore.
2. No Member may have more than one pontoon boat per rim lot at one time.
3. Every pontoon operated on the lake shall be operated in a competent and courteous fashion with regard to the health, safety, and welfare of all individuals on the lakes.
4. All boaters are responsible for the action of their watercraft. Noise that may be created by residents and/or their motorcraft should be mindful and respectful of others in and around the lake.

5. A watercraft speed not exceed 5 knots and should respect the rights of others, especially swimmers, paddle-boarders, rafters, and similar.
6. Non-motorized craft and persons have the right of way over motorized craft.
7. All watercraft operating between sunset and sunrise should have such lights as to make themselves visible to other craft and persons in the vicinity.
8. Jumping from the rim along Salisbury Road is strictly prohibited. Scaling the rock wall along Salisbury is strictly prohibited. Members are encouraged to call the Lucas County Sheriff's office immediately, who will enforce this violation.
9. No fountains to be placed in the Quarry water. Flowing water falls are allowable as long as they do not extend past the Member's water line.