

BYLAWS OF GREAT OHIO COASTER CLUB

Article 1 - Name and Purpose

Section 1.01 Name

The name of the corporation is Great Ohio Coaster Club. It may herein be referred to as the “club” or “corporation.”

Section 1.02 Objective and Purpose

The specific objective and purpose of the corporation shall be to provide a social club created for the simple enjoyment and appreciation of the roller coaster. The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(7) of the Internal Revenue Code.

Article 2 - Offices

Section 2.01 Principal Office

The principal office of the corporation shall be located at the residence of the Treasurer, currently located at 18303 Crystal Lakes Drive, North Royalton, Ohio, 44133, or at another location within the state of Ohio as determined by the board of directors if the Treasurer does not reside within the state of Ohio.

Section 2.02 Change of Address

The designation of the address of the corporation’s principal office may be changed by amendment of these bylaws. The board of directors (“the board”) may also change the principal office from one location to another within the state by noting the changed address and effective date. Such changes of address shall not be deemed, or require, an amendment of these bylaws.

Section 2.03 Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board may, from time to time, designate.

Article 3 - Officers

Section 3.01 Designation of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, a Membership Director, a Documentarian and an Editor.

Section 3.02 Qualifications

Officers must be members of the club for a minimum of one year, their membership must be in good standing at the time of election or appointment, and they must maintain that good standing throughout their term. Officers must be of legal age, as defined by the laws of the state of Ohio. Officers shall not be, and shall not have been officers, directors or representatives of other roller coaster or amusement park related organizations for at least two years prior to their election or appointment. Exceptions to these requirements may be granted by a two-thirds (2/3) affirmative vote by the board.

Section 3.03 Term of Office

Each officer shall hold office for a period of four (4) years or until a successor is elected, with the exception of the Immediate Past President, who shall become a director of the corporation upon the completion of his or her presidency term for a period of four (4) years, and lasting until a successor is caused by the election of a new President.

An officer's term begins on the first day of January following the election, and ends on the last day of December of the election year in which his or her successor is elected.

Officers shall not be eligible to run for reelection to the same office without waiting one full term, or serving one full term in another office. In the event no person is elected to succeed an officer, the current officer may continue to hold that office for the subsequent term with a two-thirds (2/3) affirmative vote by the board.

Section 3.04 Elections

Election years shall fall on every fourth year, with the next election occurring in 2014, and subsequent elections every four years thereafter.

Prior to November first, in the year prior to an election year, the President shall designate an election committee consisting of the Vice President (chairperson) and four members in good standing. The names and contact information of the committee members shall be published by the fifteenth of November. Any member of the committee shall not, by virtue of serving on the committee, be prohibited from being nominated for office.

The deadline for nominations shall be the tenth of April. Prior to the first of May, the Vice President shall submit to the President a list of candidates. The list of candidates and their platforms shall be published by the first of June. A ballot, providing opportunity for write-in votes of alternate nominees, shall be provided to all members in good standing by the fifteenth of June.

Completed ballots must be received by the Vice President by the fifteenth of July. The committee shall tabulate the ballots and certify the results, and forward the results of the election to the President before the first day of August. The candidate for each office receiving the most votes shall be declared elected and notified within fourteen (14) days. The results of the election shall be published by the first of September.

In the event of a tie, a run-off election ballot will be published by the first day of September. Ballots shall be returned to the Vice President within thirty (30) days. The committee shall tabulate the ballots and certify the results, and forward the results to the President within fifteen (15) days of the end of the election run-off period.

Section 3.05 Removal and Resignation

Any officer may be removed, with or without cause, by the board with a two-thirds (2/3) affirmative vote. Any officer may resign by giving written notice to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.06 Vacancies

Any vacancy may be filled by the board with a two-thirds (2/3) affirmative vote. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment of the President until such time as the board shall fill the vacancy. A vacancy in the office of President shall be filled by the Vice President. Vacancies occurring in appointed positions may or may not be filled, at the discretion of the board.

Section 3.07 Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the board, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to the office and such other duties as may be required by law, by the articles of incorporation, by these bylaws, or which may be prescribed from time to time by the board. Unless another person is specifically appointed to do so, the President shall preside at all meetings.

Section 3.08 Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board.

Section 3.09 Duties of Secretary

The Secretary shall:

- a) Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date;
- b) Keep at the principal office of the corporation or at such other place as the board may determine, an archive of minutes of all meetings, recording the time and place, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- c) Ensure that the minutes of meetings and any supporting documents shall be recorded by the later of the next meeting or sixty (60) days after the date of the preceding meeting;
- d) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- e) Maintain the corporation's documents in accordance with the document retention and destruction policy;
- f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, by these bylaws, or which may be assigned to him or her from time to time by the board.

Section 3.10 Duties of Treasurer

The Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board;
- b) Receive, and give receipt for, monies due and payable to the corporation;
- c) Distribute the funds of the corporation as directed by the board, taking proper vouchers for such disbursements;
- d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- e) Prepare and certify the financial statements to be included in any required reports. Provide an annual financial summary to members prior to the first of September;
- f) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, by these bylaws, or which may be assigned to him or her from time to time by the board.

Section 3.11 Duties of Membership Director

The Membership Director shall:

- a) Receive and process membership applications and renewals and promptly forward any dues received to the Treasurer;
- b) Ensure members are notified of upcoming membership renewals and events;
- c) Maintain a membership database containing the name, address and other information deemed important for each member. In the event membership has been terminated, record such fact in the membership database with the date on which membership ceased;
- d) Perform other such duties as may be prescribed by law, by the articles of incorporation, by these bylaws, or which may be assigned to him or her from time to time by the board.

Section 3.12 Duties of Documentarian

The Documentarian shall:

- a) Keep at the principal office of the corporation or at such other place as the board may determine, a record of events held by the corporation, copies of the newsletter of this corporation, information regarding the historical background of the roller

coaster, and the historical records of this corporation. "Historical records" in this context means those records dating four (4) years and older;

- b) Maintain the corporation's archives and historical documents in accordance with the corporation's document retention and destruction policy;
- c) Perform other such duties as may be prescribed by law, by the articles of incorporation, by these bylaws, or which may be assigned to him or her from time to time by the board.

Section 3.13 Duties of Editor

The Editor shall:

- a) Compile and edit news stories, photographs, and roller coaster related material for the newsletter of this corporation;
- b) Oversee the publishing of a newsletter, at a frequency determined by the Board;
- c) Produce both a printed and electronic copy of the newsletter and ensure members receive the appropriate publication based on their membership type;
- d) Perform other such duties as may be prescribed by law, by the articles of incorporation, by these bylaws, or which may be assigned to him or her from time to time by the board.

Section 3.14 Compensation

Officers shall serve without compensation except for reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payment to officers shall be approved by a majority vote of the board, in accordance with this corporation's conflict of interest policy.

Article 4 - Directors

Section 4.01 Number

The board shall consist of the elected officers of the club as defined in Section 3.01. The Immediate Past President, having completed his or her term as President, shall serve as a member of the board. The board may create additional director positions by a two-thirds (2/3) affirmative vote. All directors shall have equal voting rights.

Section 4.02 Qualifications

Directors shall not be, and shall not have been officers, directors or representatives of other roller coaster or amusement park related organizations for a period of at least two years prior to their election or appointment. Directors must be of legal age, as defined by the laws of the state of Ohio. Exceptions to these requirements may be granted by a two-thirds (2/3) affirmative vote by the board.

Section 4.03 Duties

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- c) Meet at such times and places as required by these bylaws;
- d) Register their mailing address, telephone number and email address with the Secretary of the corporation. Notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 4.04 Term of Office

Each director serving as an officer of the corporation shall hold office for a period of four (4) years or until his or her successor is elected or qualifies, following the same time period as the officer's position described in Section 3.03. The Immediate Past President shall become a director upon completion of their term as President and once a successor is elected or appointed, and shall hold their office for a period of four (4) years or until such time that his or her successor qualifies.

Section 4.05 Compensation

Directors shall serve without compensation except for reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payment to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 8 of these bylaws.

Section 4.06 Regular Meetings

Regular meetings of directors shall be open to the membership and held at least once per year, with the date of the next regular meeting decided at the meeting preceding it. Changes to a regular meeting date must be made and announced at least two weeks prior to the meeting. Meetings shall be held at a designated location selected by the board.

Section 4.07 Special Meetings

Special meetings of the board may be called by the President, Vice President, or any two members of the board. Special meetings may be conducted via telephone or other similar technology, or held at a place designated by the board.

Section 4.08 Notice of Meetings

The following provisions shall govern the giving of notice for meetings by the board:

- a) Regular Meetings: At least two weeks prior to the meeting, notice shall be given to all members, officers and directors designating the date, time and location. Such notice may be oral, written or electronic, and shall state the place, date, and time of the meeting.
- b) Special Meetings: At least one week prior to the meeting, notice shall be given to each director of the board. Such notice may be oral, written or electronic, and shall state the place, date, and time and the matters proposed to be acted upon at the meeting.
- c) Waiver of Notice: Directors may agree to waive the one week notice requirement for special meetings by unanimous consent. A record of each director's waiver of notice shall be maintained by the Secretary.

Section 4.09 Quorum for Meetings

A quorum shall consist of one-half of the members of the board. Vacant director positions shall not be considered for purposes of determining a quorum.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 4.10 Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 4.11 Conduct of Meetings

Meetings of the board shall be presided over by the President, or in his or her absence, by the Vice President, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting.

The Secretary shall act as secretary of all meetings, or the presiding officer shall appoint another person to act as Secretary in his or her absence. Meetings shall be governed by the current edition of "Robert's Rules of Order," insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 4.12 Vacancies

Any director may resign at any time by giving prior written notice of such resignation to the board. Any director may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state and in accordance with provisions in these bylaws, with a two-thirds (2/3) affirmative vote of the board. Vacancies on the board will be filled by the remaining board, or by appointment by a sole remaining director. The director filling such vacancy will serve for the unexpired term of the predecessor.

Section 4.13 Nonliability of Directors and Officers

Directors, officers, former directors and former officers of the corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 4.14 Indemnification by Corporation of Directors and Officers

The corporation shall indemnify any director or officer or former director or former officer of the corporation against all expenses actually and reasonably incurred by him in connection with the settlement or defense of any action, suit or proceeding, civil or criminal, in which he or she is involved or made a party by reason of being or having been such director or officer. This indemnity, however, shall not extend to matters as to which such person shall be adjudged in such action, suit or proceeding, civil or criminal, to be liable for negligence or misconduct in performance of duty to the corporation. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

Article 5 - Committees

Section 5.01 Committees

The corporation shall have committees from time to time as designated by resolution of the board. These committees may consist of persons who are not members of the board and shall act in an advisory capacity to the board. Any committee may be disbanded or modified at any time by the board.

Section 5.02 Appointment

The board shall appoint a chairperson and members of the committee and establish their scope of activities and term of service, if applicable.

Section 5.03 Meetings and Action of Committees

Unless otherwise specified by resolution or at the time of creation, meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board.

Article 6 - Fiscal Policies

The fiscal year of the corporation shall begin on January 1 and end on December 31 of the calendar year.

Article 7 - IRC 501(c)(7) Tax Exemption Provisions

Section 7.01 Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 7.02 Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 7.03 Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 8 - Conflicts of Interest Policy

Whenever a director or officer has a financial or personal interest in any matter coming before the board, the affected person shall fully disclose the nature of the interest and abstain from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstentions and rationale for approval.

Article 9 - Whistleblower Policy

It is the intent of the corporation to adhere to all applicable laws and regulations. If any member of the corporation reasonably believes that some policy, practice, or activity of the corporation is in violation of law, a written complaint must be filed by that member with the board.

The member should bring the alleged unlawful activity, policy, or practice to the attention of the corporation and provide the corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is available to members who comply with this requirement.

The corporation will not retaliate against a member who in good faith discloses or threatens to disclose to a director, officer, or public body, any activity, policy, or practice of the corporation, or of another individual or entity with whom the corporation has a relationship, that the member reasonably believes is in violation of a law, rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning public health, safety, or general welfare.

Article 10 - Document Retention and Destruction Policy

Section 10.01 General Guidelines

Records no longer needed for the operation of the business or required by law shall not be kept. The corporation may establish additional retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, or to accomplish other objectives.

Section 10.02 Exception for Litigation Relevant Documents.

If a director believes, or is informed by another director, that corporate records are relevant to litigation or potential litigation (e.g. a dispute that could result in litigation,) then those records shall be preserved until it is determined that the records are no longer needed. This exception supersedes any previously or subsequently established destruction schedule.

Section 10.03 Minimum Retention Periods for Specific Categories

- a) Corporate Documents. Corporate records include, but may not be limited to, articles of incorporation, bylaws, nonprofit filings and documentation, and nonprofit determination letters. Corporate records shall be retained permanently.
- b) Tax Records. Tax records include, but may not be limited to, documents concerning expenses, accounting procedures, and other documents concerning the corporation's revenues. All tax filings shall be retained permanently. All tax filing support documentation shall be retained for at least seven years from the date of filing.
- c) Board Minutes. Meeting minutes and related documents shall be retained permanently. A copy of all other board and committee materials shall be kept for no less than three years.
- d) Historical information. Copies of all club publications, newsletters and flyers shall be retained permanently.
- e) Contracts. Final, execution copies of all contracts entered into by the corporation shall be retained for at least three years beyond the life of the agreement.
- f) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence shall be saved for two years.
- g) Banking and Accounting. Accounts payable ledgers and schedules shall be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) shall be kept for three years. Any invoices shall be kept for seven years.
- h) Audit Records. External audit reports shall be kept permanently. Internal audit reports shall be kept for three years.

Section 10.04 Electronic Mail and Documents

Electronic documents to be retained shall be either:

- a) Printed in hard copy and kept in an appropriate file; or
- b) Downloaded and kept electronically or as a separate file.

The retention period for email and other electronic documents shall depend upon the subject matter, as specified elsewhere in this policy.

Article 11 - Amendment of Bylaws

Section 11.01 Amendment

Subject to the power of the members of this corporation to adopt, amend, or repeal the bylaws of this corporation, and except as may otherwise be specified under provision of law, these bylaws, or any of them, may be altered, amended, or repealed, and new bylaws adopted by approval of the board.

Article 12 - Construction and Terms

For any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

References in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding documents of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Membership Provisions of the Bylaws for Great Ohio Coaster Club

Article 13 - Members

Section 13.01 Determination and Rights of Members

The corporation shall have two classes of members: regular members and honorary members. Honorary members shall be awarded this status by a vote of the board. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all members shall have the same rights, privileges, restrictions, and conditions, with the exception of honorary members, who shall have the same rights, privileges, restrictions, and conditions except for voting rights in this corporation.

Section 13.02 Qualifications of Members

Regular membership is limited to any individual, couple, or family who enjoys and appreciates the roller coaster.

Section 13.03 Admission of Members

Applicants shall be admitted to membership upon completion of the application form, acceptance of the code of conduct, and receipt of membership dues.

Section 13.04 Membership Types, Dues, and Benefits

No fee shall be charged for making application for membership in the corporation.

Regular membership types shall include family memberships, couple memberships and individual memberships. Within each membership type, members can elect to receive print or electronic delivery of their publications.

Annual dues for each membership type shall be determined by the board and will be published on the corporation's website and printed membership application form.

Benefits of membership shall be established by the board and published on the corporation's website. Such benefits may include discounts and offers from amusement parks and attractions that are made available specifically to members of the corporation.

Membership types, dues and benefits may be changed by the board, and such changes shall not be deemed, or require, an amendment of these bylaws.

Section 13.05 Voting Rights of Members

Each member is entitled to one vote on each matter submitted to a vote by the members. Family memberships, regardless of the number of members in the family, are entitled to a maximum of two votes. Ballots shall be delivered to the primary member on the account, at the address supplied to the corporation. Voting at duly held meetings shall be by voice vote. Election of officers shall be by written or electronic ballot.

Section 13.06 Membership Database

The Membership Director shall keep a membership database containing the name, address and other information deemed important for each member. Termination of the membership of any member shall be recorded in the database together with the date of termination.

Section 13.07 Nonliability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 13.08 Nontransferability of Memberships

No member may transfer membership or any right arising therefrom, and all rights of membership cease upon the member's death or removal. In exceptional circumstances, membership and membership rights may be transferred by a majority vote of the board.

Section 13.09 Membership Code of Conduct

Members shall abide by the following Code of Conduct:

- a) Members shall not use their membership to try and/or obtain complimentary or discounted admission, gain special privileges, or access restricted areas within an amusement park, attraction or venue, unless such a benefit is explicitly offered to and valid for members of the club;
- b) Members shall observe and abide by all rules and regulations set forth by an amusement park, attraction or venue, and shall abide by all club and other guidelines established during scheduled events;
- c) Members shall not engage in conduct harmful or threatening to the interests and purposes of the club, its officers, its members, or its reputation;
- d) Members shall abide by the club privacy policy;
- e) Members shall abide by all relevant state and federal laws when attending events and club functions.

Section 13.10 Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

- a) Upon his or her notice requesting termination of membership, delivered to the President or Secretary;
- b) Upon a failure to renew his or her membership by paying dues on or before their due date. Such termination shall be effective thirty (30) days after a notification of delinquency is sent to the member's address or email on file;
- c) Upon a determination by the board that a member has violated the member code of conduct, or has been convicted of a criminal offense classified as a felony, the board shall vote on expelling the member, and if so, whether the expulsion is indefinite or for some determined period of time.

All rights of a member in the corporation shall cease upon termination of membership, as herein provided.

Section 13.11 Expulsion Appeals and Reinstatement

- a) Expelled members may appeal the decision by contacting the President or Membership Director and requesting a hearing with the board. Appeals must be made within thirty (30) days of the notice of expulsion.
- b) An appeal hearing will be scheduled within 60 days of the appeal, and a decision rendered within thirty (30) days of the appeals hearing, unless otherwise determined during the hearing.
- c) An indefinitely expelled member may request reinstatement once two (2) years have passed from the date of the expulsion. The board will review evidence and a majority vote shall be required to schedule a reinstatement hearing. If the board denies the reinstatement hearing request, or if a hearing is held and the member is not reinstated, another request for a reinstatement hearing may be made following another two (2) year period.