

**By-laws**

**I. Name**

A. The name of the corporation shall be “Sudbury Swimming and Tennis Club, Inc.” (“SS&T”).

**II. Purposes**

- A. SS&T shall be a non-profit corporation whose purposes are as follows:
1. to encourage athletic exercises among the members of SS&T by acquiring and maintaining for the use and enjoyment of such members swimming and other athletic and recreational facilities;
  2. to construct, develop, maintain, operate, use, lease and own swimming pool, tennis courts, playgrounds and other athletic and recreational facilities and equipment of all kinds and building and structures for SS&T;
  3. to construct, develop, maintain, operate, use, lease and own property of every kind and nature as may be necessary or convenient to the use and enjoyment of the foregoing;
  4. to sell, assign, convey, transfer, lease or otherwise dispose of any such real or personal property;
  5. to borrow money and to issue notes and other evidences of indebtedness of SS&T and to secure the same by mortgage, pledge or other lawful means; and
  6. in general to perform and do all other acts and things incidental to the foregoing and in furtherance of the purposes of SS&T, and to use and exercise all powers conferred by the laws of the Commonwealth of Massachusetts upon corporations organized under Chapter 180 of the General Laws.

**III. Members and Membership**

A. Membership in SS&T shall consist of “Senior Members” and “Associate Members” (collectively “Members”) subject to the following definitions, terms, conditions, limitations and requirements:

1. Membership shall require the acceptance of a written application for membership by the Board of Directors, or Membership Director appointed by the Board, and the payment in full of any Application Fee, Initiation Fee and Annual Dues which may be payable for the current year (or such pro rata portion of the Annual Dues as determined by the Board of Directors upon acceptance of the Application).
2. A Senior Member shall be an individual adult person (which shall not be deemed to include a corporation, trust, firm or other enterprise) whose name appears on the application for membership submitted to and accepted for Senior Membership by the Board of Directors or Membership Director. Associate Members shall be limited to persons residing in the Sudbury, Massachusetts household of a Senior Member and further limited to not more than a spouse or cohabitating adult, their unmarried dependent children or grandchildren, and not

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more than two (2) dependent older adult relatives, all of whom live full time in the Sudbury household of the Senior Member. Associate Members shall be identified annually in an annual registration form submitted to SS&T by Senior Members.

3. Members, including Senior Members and Associate Members, must be residents of Sudbury. Membership automatically terminates when a Member no longer maintains residency in Sudbury. The Board of Directors, in its sole discretion and subject to the restrictions in section III.A.5. below, may approve the rental of a Senior Membership in instances of a temporary relocation of the Senior Member for a period not to exceed 3 years. In the event a Senior Member becomes deceased, the Senior Membership can be transferred to the Associate Member spouse or Associate Member cohabitating adult of the Senior Member. Senior Memberships may not be transferred, sold or assigned except in the instance of the transfer to a Senior Member's spouse or cohabitating adult as provided in this paragraph or in connection with the rental of a Senior Membership as specified by section III.A.8. below.

4. Membership may be further subject to restrictions and limitations imposed by local license, local ordinance, or other laws restricting the membership of SS&T.

5. The Board of Directors shall have the power and authority to waive or modify certain conditions and terms of membership for special situations upon an affirmative vote of at least two thirds (2/3rds) of the full Board of Directors, provided however, the Board shall have no authority to waive or modify the following:

- a) Sudbury residency requirements other than for temporary relocations, and
- b) definition of a Senior Member.

6. If any Member fails to pay any fees, dues or assessments which are due and payable within 90 days from the due date, the Board of Directors, in its sole discretion, may terminate or suspend the membership and determine the terms and conditions under which membership reinstatement may be permitted, if any.

7. The Members of SS&T shall be entitled to use and enjoy all facilities and services of SS&T maintained and provided for its Members. The Board, in its sole discretion, may establish reasonable rules and regulations related to the use and safe enjoyment thereof, including permissions and limitations for Member privileges to invite guests to use and enjoy the facilities and services. The Board may suspend any Member's right to the use of any and all facilities and services for infractions of these by-laws, or any rules or regulations of SS&T, and for nonpayment of delinquent dues and fees charged to Members.

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8. The Board shall have the power to promulgate rules, restrictions and requirements for temporary rental of a Senior Membership. The temporary rental of a Senior Membership must be approved by the Board or its designated Membership director, and all such rentals are run solely by SS&T and subject to the rules established by the Board. Such rules may include payment of a rental fee by Senior Members requesting to rent their Senior Membership. All rental payments made from a person renting a Senior Membership shall be made directly to and remain the sole property of SS&T. Eligibility to use the SS&T facilities as an Associate Member is tied directly to the person possessing a Senior Membership. A person renting a Senior Membership may register as Associate Members persons who qualify under the rules for Associate Membership as set forth in section III.A.2. above.

9. Memberships may not be transferred or assigned by any Member.

10. Any Member may be expelled from membership of SS&T upon a two thirds (2/3rds) vote of the full Board of Directors after notification to the Member that such an action will be considered by the Board, and the reason such action is being considered.

11. Resignation of Membership in SS&T shall be made in writing to the Board or Membership Director of SS&T only between September 1 and February 15. Resignation requests submitted between February 16 and August 31 shall not be considered until after August 31. Members shall be responsible for prompt payment of all outstanding fees, dues and assessments due through the date on which the resignation becomes effective. Any amounts remaining unpaid at the time of resignation shall be deducted from the amount due for the return of the Initiation Fee, if not paid previously.

B. A person (which "person" shall not be deemed to include a corporation, trust, firm or other enterprise) shall apply for membership in SS&T by written application to the Board of Directors of SS&T in such manner as the Board shall determine, together with payment of any Application Fees. No Application shall be accepted without payment of the Application Fee.

1. In the event membership in SS&T is fully subscribed, applications for membership shall be registered on an Application Wait List maintained by the Board or the Membership Director.

a) The Board of Directors shall establish and maintain rules for handling applications on the Application Wait List.

b) Membership applications registered on the Application Wait List cannot be transferred or assigned, but may be withdrawn upon written request to the Board or Membership director.

2. Owners of real property abutting the SS&T property who submit an application for membership will be given priority consideration as membership openings become available.

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3. The Board of Directors of SS&T fully reserves the right to accept or reject any application for membership in its sole discretion.

**IV. Fees, Dues, Assessments, and Annual Registration**

A. Fees, Dues and Assessments payable to SS&T shall consist of following:

1. Application Fee: The Application Fee shall be in an amount determined by the Board of Directors and shall be made concurrent with the submission of an application for membership. The Application Fee is nonrefundable.

2. Initiation Fee: The Initiation Fee shall be in an amount set by the Board of Directors and shall be due and payable by a Senior Member within 30 days of notification that their application for Senior Membership has been accepted by the Board. Membership will not become effective unless and until the Initiation Fee has been made by a newly accepted Senior Member. In the event that payment of the Initiation Fee and/or Dues is not received within 30 days following such notice to the applicant, unless the Board of Directors by special vote with respect to such case otherwise, acceptance of the Application shall automatically be deemed terminated and the Application rejected, and in such case the registration fee shall not be refunded. Upon the resignation or termination of a Senior Member the Initiation Fee shall be returned to the resigning or terminated Senior Member. In all cases and events, the Initiation Fee shall be returned only after a replacement Senior Member has been accepted by the Board of Directors and such new member has paid their Initiation Fee amount. In the event the Initiation Fee amount is lower at the time the new member is accepted, the resigning or terminated Member shall receive the new lower amount.

3. Annual Dues: Annual membership dues shall be determined by the Board of Directors. Annual Dues shall be due and payable within 30 days after receipt of written notice to Senior Members of the amount of the annual dues. Notices of the amount of the annual membership dues shall be provided on or before January 20 of each year. Annual Dues are nonrefundable. The failure of a Senior Member to pay the Annual Dues within 14 days of the due date shall result in the automatic rental of the Senior Membership.

4. Guest Fees: Members will be required to pay a Guest Fee for any guest they bring to the SS&T facilities in an amount determined by the Board of Directors and subject to the rules and regulations for guests approved by the Board.

5. Late Fees: The Board of Directors may institute late fees payable for late payment of any Fees or Dues.

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6. Assessments: Each Senior Member shall pay to SS&T the amount of any assessment determined by majority vote of the Senior Members present at any duly called meeting of Senior Members. Each Assessment voted on at a meeting of the Senior Members shall specify if the Assessment or any portion thereof is to be designated as an addition to the Initiation Fee and subject to the Initiation Fee return provisions. Each Assessment shall be assessed equally to all Senior Members and be paid within 30 days of notice provided to the Senior Members.

7. Each Senior Member shall complete and submit an Annual Registration Form as provided by SS&T.

**V. Meetings of Senior Members**

A. Annual Meeting: There shall be an annual meeting of the Senior Members held each January unless a different time of meeting is determined by the Board. At the Annual Meeting, Senior Members shall elect directors and officers of SS&T, receive or hear reports on activities of SS&T and transact such other business as shall properly come before the Annual Meeting as determined by the Board of Directors. The Annual Meeting shall take place at the time and place in Sudbury determined by the President. Senior Members may vote by proxy in a manner and format defined by the Board.

B. Special Meetings: Special Meetings of the Senior Members may be called by the President, a simple majority of the full Board or a petition submitted to the Board signed by at least 10% of the Senior Members who are in good standing with respect to payment of fees, dues and assessments and are not subject to suspension. The call for a Special Meeting shall state the purpose(s) of the meeting. The Special Meeting shall take place at the time and place in Sudbury determined by the President.

C. Notices of Meetings: Notices of each meeting of Senior Members shall be made by the Clerk or by the President if the Clerk is unable, by email, or alternatively by regular mail, to the last known address of the Senior Members contained in the records of SS&T. The notice shall be made not less than 10 calendar days prior to the meeting. The notice need not state the purpose of the meeting, but every notice shall state the time and place of the meeting.

D. Quorum: A Quorum shall consist of the lesser of at least 10% of the Senior Members or 10 Senior Members appearing in person or by proxy, provided that such Senior Members are in good standing.

E. Voting: All issues determined by voting at meetings of Senior Members shall be by a simple majority vote unless otherwise specified in these by-laws. A Senior Member shall be entitled to one vote on any matter requiring a vote at a meeting of Senior Members and may give her or his vote in person or by proxy.

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**VI. Officers**

A. The officers of the corporation shall consist of a President, a Treasurer, a Clerk and such other officers as shall be appointed by the Board. The President, Treasurer and Clerk shall be elected by the Senior Members and serve until their terms end. Any such officer may be, but need not be, a Member. Members shall be given priority for Officer and Director positions. In the event that a member is not nominated for the position, a non-member may be nominated. The non-member shall get the approval from the nominating committee. All Officers and Directors shall, at all times during their service, be members in good standing, remaining in compliance with all organizational policies and rules.

1. President. The President shall be chief executive officer of the corporation, shall preside at all meetings of Senior Members and meetings of the Board of Directors, and shall have general and active management of the operating affairs of the corporation, subject to these by-laws and additional direction as may be provided from time to time by the Board of Directors. In the absence of the President, or in case of his or her death, resignation, incapacity or refusal to act, the duties appertaining to the office shall, until the election of a new President, be performed by the Treasurer, or in the event of the absence, death, resignation, incapacity or refusal to act of the Treasurer, by the Clerk. All officers of the corporation shall report to the President unless otherwise determined by the Board of Directors.

2. Treasurer. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to SS&T, shall collect all moneys due to SS&T, and shall deposit all moneys and other valuable effects in the name and to the credit of SS&T in such depositories as shall be designated by the Board or in the absence of such designation in such depositories as he or she shall deem proper. The Treasurer shall disburse the funds of SS&T as shall be ordered by the Board, taking proper vouchers for such disbursements and shall promptly render to the President and to the Board such statements of the corporation's transactions and accounts as the President and the Board respectively may require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Board may designate.

3. Clerk. The Clerk (who shall be a resident of Massachusetts) shall keep a record of all meetings, keep all correspondence of SS&T, and shall act when requested as secretary of any committee. The Clerk shall perform such other duties as the President or the Board may designate.

**VII. Board of Directors**

A. The Board of Directors, subject always to the provisions of these by-laws, shall have general supervision and control of the corporate affairs of SS&T, shall approve annual budgets and may exercise all or any of the powers of SS&T, including (without limitation) power to invest and reinvest the funds of SS&T in any property, real or personal, to such extent as the Board shall deem advisable. The Board of Directors shall include the officers of the corporation and consist of no less than five (5) and no more than fifteen (15) "Directors".

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B. The Board of Directors shall meet no less frequently than on a quarterly basis. Regular meetings of the Board may be held at such times and places as may be fixed by vote of the Board, provided, however, that any vote relating to the holding of regular meetings shall remain in force only until the next annual meeting of the Senior Members, or the special meeting in lieu thereof. Special meetings of the Board may be called by the President or by any two (2) or more of the Directors then holding office.

C. A quorum for the transaction of business at any meeting of the Board shall consist of the greater of three (3) or at least one half (1/2) of the Directors then holding office. Less than such quorum shall have the power to adjourn any meeting if such a quorum is not present. Matters requiring Board approval shall be approved by a majority vote of the directors present at the meeting, unless specified otherwise elsewhere in these by-laws. Every Director shall be entitled to vote at any meeting on all matters.

D. Notice of every meeting of the Board of Directors, other than regular meetings as provided below, shall be given by the Clerk to each director by mail or e-mail. Notices of Board of Director meetings need not specify the purposes thereof, except as herein otherwise provided. No notice shall be required for any previously approved regular meeting scheduled pursuant to vote of the Board, provided that each director absent from the meeting at which it was voted to hold such regular meeting shall have been given at least five (5) days' notice of such vote by the Clerk prior to the next regular meeting.

E. Whenever all of the directors shall in writing have waived notice of a meeting, or after the meeting shall approve in writing the record thereof, the acts of any such meeting, whether or not it was duly held, shall be as valid in all respects as if it had been regularly called, held and due notice given thereof.

**VIII. Elections, Nominations, Removals, Resignations**

A. The President, Treasurer, and Clerk shall be elected by the Senior Members at the annual meeting of Senior Members of SS&T and shall hold office, except as otherwise provided in these By-laws, until their respective successors are chosen and qualified.

The Directors shall be elected by the Senior Members at the annual meeting of Senior Members of SS&T and shall hold office, except as otherwise provided in these By-laws, until their respective successors are chosen and qualified.

B. The President shall, at least thirty (30) days before the date of each Annual Meeting of the Senior Members, appoint a Nominating Committee to propose the names of officers and Board of Directors for the following year to be voted on by the Senior Members at the Annual Meeting. Nominations may also be submitted in writing to the President and Clerk by November 15 of the current year. The President shall provide notice to Senior Members of the nominations for officers and directors at least five (5) days prior to the Annual Meeting.

C. If there is more than one candidate for an officer or director position, the candidate receiving the

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largest number of votes cast shall be elected. Voting for officers and directors may be made by written proxy ballots submitted to the President in advance of the meeting.

D. Any officer appointed by the Board of Directors may be removed from office by the Board with or without cause at any meeting of the Board, the notice of which states that his or her removal from office is proposed.

E. Any officer or director elected by the Senior Members may be removed from office, with or without cause, at a duly called meeting of the senior members provided the notice of such meeting states his or her removal is being considered.

F. Any officer or director may resign by filing with the Clerk of the Board a written resignation which shall take effect on being so filed or at such other time as may be prescribed therein. Any vacancy at any time existing in the Board or in any other office or in any committee may be filled by the Board at any meeting. If the vacancy being filled is a position elected by Senior Members, the person chosen to fill the vacancy shall hold office, except as otherwise provided in these by-laws, until the next annual meeting of the Senior Members and until his or her successor is chosen and qualifies.

**IX. Committees**

A. The Board of Directors, or the President if so authorized by the Board, may appoint such committees for such purposes and with such powers as the Board, or the President if so authorized by the Board, shall determine, provided that such powers are not required by law to be exercised solely by the Board. The members of any such committee shall be a member of SS&T and may, but need not be, directors or officers. Each such committee and member thereof shall serve as long as the Board deems necessary.

**X. Checks, Notes, Drafts and Other Instruments**

A. Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of SS&T may be signed by any officer or person authorized by the Board of Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by said Board to do so.

**XI. Seal**

A. The Seal of SS&T shall be circular in form, bearing its name, the word "Massachusetts", and the year of its incorporation. The Clerk shall have custody of the Seal and may affix it (as may any other Officer if authorized by the Board of Directors) to any instrument requiring the Seal of SS&T.

**XII. Fiscal Year**

A. The fiscal year of SS&T shall end on the last day of December of each year.

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**XIII. Amendments**

A. These by-laws may be amended by a majority vote of all the Senior Members present in person or by proxy at any annual or special meeting of the Senior Members of SS&T, the notice of which states that amendment of the by-laws is proposed and sets forth the proposed amendment or amendments or summary thereof.

**IX. Indemnification Clause**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.