

BY-LAWS
Of
Holden Towers Tennis Club, Inc.

Amended April 25, 2014

ARTICLE I

NAME and OBJECTIVE

The name of this Corporation shall be the Holden Towers Tennis Club, Inc., hereinafter referred to as “HTTC” or “the Corporation.”

OBJECTIVE

HTTC is operated for the purpose of providing tennis facilities to Members of the club and to provide said facilities for the health, recreation, and enjoyment of the Members and to do all things necessary to these purposes as provided under Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

ARTICLE II
AUTHORITY

2.1 Operation of Law

- A. The Corporation shall be conducted, managed and operated as a non-profit corporation within the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as amended. No Officer or Director shall receive any compensation or profit from the Corporation other than for services rendered and for disbursements incurred by authority of the Board of Directors and in accordance with the provisions of these By-Laws.
- B. The Corporation is organized, and is to be operated exclusively for its members as set forth in Section 501(c)(7) of the Internal Revenue Code, as amended in 1976, or its statutory successor, within the United States or any of its possessions
- C. The corporation shall have in furtherance of its corporate purposes the powers specified in paragraphs (a) to (d), inclusive, and clause (k) of section nine of Mass. General Law, Chapter 156 B and the power to convey land to which it has a legal title. Except as otherwise provided in the articles of organization, the corporation shall have in furtherance of its corporate purposes all of the other powers specified in said section nine except those provided in paragraph (m). To the extent provided in its articles of organization, the corporation shall have the powers specified in sections nine A and nine B of said chapter one hundred and fifty-six B.. No power referred to above shall be exercised in a manner

inconsistent with MGL Chapter 156B or any other chapter of the General Laws, but this chapter shall not limit or reduce any powers of the corporation whether general or special existing on October first, nineteen hundred and seventy-one.

2.2 Amendments

These By-Laws may be altered, amended or repealed in whole or in part by a two-thirds vote of those Members of the Corporation, present and voting at a Regular, Annual or Special Meeting and comprising a Quorum as defined in Section 3.6 of these by-laws. A separate notice must be given of any meeting of the Membership at which a vote will be taken to amend these By-Laws, and the Notice must be given at least ten business (10) days prior to the meeting and contain the amendment which will be considered.

2.3 Termination and Dissolution

The Corporation may be terminated and dissolved at any Annual, Regular or Special Meeting of the Corporation by a two-thirds vote of the Members, present and voting, provided that notice of such termination and dissolution shall have been given to all Members of the Corporation at least thirty (30) days prior to such meeting. Upon termination and dissolution, all funds of the Corporation shall first be applied to the payment of its debts and liabilities, and the balance, if any, shall be paid to any organization which shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), upon designation by the Board of Directors.

ARTICLE III

MEMBERS

- 3.1 HTTC is a Member organization. Approval of an application for membership shall be granted by the HTTC Tennis Professional (“Manager”) or President of the Board of Directors. After approval, the Applicant and HTTC Treasurer will be notified.
 - 3.2 Membership Units: The Board of Directors may from time to time establish Membership Units (“Members”) and set dues for each unit.
 - 3.3 Member Expulsion: Any Member may be expelled with cause by a majority vote of the Board of Directors.
 - 3.4 Member Votes: Each Member unit shall have one vote in matters requiring approval of the Corporation’s Members. To be eligible to vote, Members must be in good standing status, as determined by the Board of Directors. If a Member
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Unit includes more than one person (e.g. a household) the individual listed as the “Applicant” shall be designated to cast the vote for the Member Unit.

- 3.5 Member Meetings: The meetings of the Corporation Members shall be in accordance with Sections 4.6, 4.7 and 4.8 of these by-laws
- 3.6 Quorum: At any meeting of the Members, the presence of thirty five (35) voting Member Units shall constitute a quorum.
- 3.7 Action At Meeting: At any meeting of the Members at which a quorum is present, the vote of a majority of those Member Units present, unless a different vote is specified by law, by the Articles of Organization, or by these By-Laws, shall be sufficient to decide any matters.
- 3.8 Proxy Votes: Member Unit voting by proxy is not permitted.

ARTICLE IV DIRECTORS

4.1 Powers

The business of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation except as otherwise provided by law, by the Articles of Organization, or by these By-Laws. In the event of a vacancy on the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

4.2 Election & Tenure

Directors of the Corporation, of such number as determined by the Board of Directors, but not less than the minimum permitted by law in the Commonwealth of Massachusetts, nor more than twenty (20), shall be elected by the Members to a term of three years and, upon nomination, may be elected to one additional term of three years. Such terms may be, but are not required to be, consecutive terms. After completing two terms, a Director may, after an absence of 12 consecutive months, be elected for up to an additional two full terms. A Director who has served two full terms may be invited to join as an “Emeritus” Director and shall be a non-voting Director. Election of all Directors shall be by a majority of the Members present and voting at any Annual or Special Meeting.

4.3 The immediate past President will serve one, three year term as a Director.

4.4 Resignation, Suspension or Removal

A Director may be suspended or removed with cause, at a Regular or Special meeting of the Board of Directors, by a vote of a majority of the Directors then in office.

Any Director may resign by delivering his/her written resignation to the Corporation at its principal office or to the President, Clerk/Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

4.5 Vacancies

Any vacancy in the Board of Directors may be filled by the Members. Each such successor Director shall hold office for the unexpired term or for a full term of three (3) years, at the discretion of the Members. If the successor Director completes the unexpired term of the vacancy, this period shall not count as a full term or toward Tenure as provided in Section 4.2.

4.6 Meetings

The Annual Meeting of the Members, for the election of Directors and Officers and the transaction of such other business as may come before the meeting, shall be held not later than May 30th in each year, or if that be a legal holiday in the place where the meeting is to be held, or a weekend day, on the next succeeding full business day, at a time as may be specified by the Directors or the President,. If no Annual Meeting is held in accordance with the foregoing provisions, either a Special Meeting may be held in lieu of the Annual Meeting, and any action taken at such Special Meeting shall have the same effect as if taken at the Annual Meeting, or an action by written consent may be taken in lieu of the Annual Meeting, in accordance with paragraph 4.11 of this Article, and any such action by written consent shall have the same effect as if taken at the Annual Meeting as long as such action by written consent is taken within six (6) months after the end of the Corporation's fiscal year.

Regular meetings of the Board of Directors shall be held, at a minimum, twice each year at such time and place as shall from time to time be determined by the Board. Notice of a Regular Meeting will be given as provided in Section 4.8 of these By-Laws.

Special meetings of the Board of Directors shall be held at such time and place as shall be designated in the notice of the meeting whenever called. Notice of a Special Meeting will be given as provided in Section 4.8 of these By-Laws. A Special Meeting may be called by (a) the President or (b) three voting members of the Board who must present the Clerk/Secretary of the Corporation a signed written request for a Special Meeting. Additionally, ten Member Units in good standing, may request a meeting of the Board of Directors by submitting a written request to the President or Clerk/Secretary. Any such request shall be approved and the meeting scheduled within 30 days from the written request.

The meetings of the Corporation will be conducted, to the extent possible, in accordance with Robert's Rules of Order.

4.7 Place of Meetings

All meetings of Directors shall be held at the principal place of business of the Corporation unless a different place (within the United States) is fixed by the Directors or the President and stated in the notice of the meeting.

4.8 Notice of Meetings

No notice shall be required for any Annual or Regular Meeting of the Directors or Members, held at a time and place fixed in advance by the Board of Directors, if notice of the times and places so fixed shall have been given within the previous twelve months in writing to each Director and Member. The time of an Annual or Regular Meeting may be set or changed upon at least ten (10) business days prior notice to each Director. The place of an Annual or Regular Meeting may be set or changed upon at least three (3) business days notice to each Director or Member.

Notice of the time and place of all Special Meetings shall be given to each Director and Member at least three (3) business days prior to the meeting.

All notices required by this section shall be given to each Director in person, by telephone, or electronically to his/her business or home address of record. Notice need not be given to any Director if a written waiver of notice, executed by the Director before or after the meeting, is filed with the records of the meeting, or if the Director attends the meeting. Except as otherwise provided in these By-Laws, a notice or waiver of notice of a Board of Directors meeting need not specify the purpose of the meeting.

4.9 Quorum

At any meeting of the Directors, a majority of the voting Directors then in office shall constitute a quorum. If less than a quorum is present at a meeting, the Directors present may adjourn any meeting from time to time without further notice.

4.10 Action at Meeting

At any meeting of the Directors at which a quorum is present, the vote of a majority of those present, unless a different vote is specified by law, by the Articles of Organization, or by these By-Laws, shall be sufficient to decide any matters.

4.11 Action by Consent

Any action by the Directors may be taken without a meeting if a written consent thereto is signed by two-thirds of the Directors then in office, and is filed with the records of the Corporation. Such consent shall be treated as a vote of the Directors for all purposes. An electronic vote by email will be considered a written consent for the purpose of this section. Actions by written consent will be conducted at the sole discretion of the President and are not permitted for Member Votes, Officer Elections, Removal or Suspensions of Officers and Directors, or votes pertaining to amendments to these By-Laws or the termination or dissolution of the Corporation.

4.12 Proxy Votes

Voting by proxy is not permitted.

4.13 Committees

The Directors may, by vote of a majority of the Directors then in office, delegate some or all of their powers to a Committee of the Board of Directors, except those which they are prohibited from delegating by law, the Articles of Organization or these By-Laws. Except as the Directors may otherwise determine, any such Committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors. Directors shall be appointed to a Committee or Committees of the Board by the Chairperson of the Board, who shall also select the Chairperson of said Committee.

Standing Committees of the Board of Directors shall include the following:

Finance Committee, which shall consist of the President, Treasurer(s), and at least two additional Directors appointed by the President.

Audit Committee, which shall consist of the Treasurer, and at least two additional Directors appointed by the President.

Nominating Committee, which shall consist of at least three Directors appointed by the President. The immediate Past President, if available, will chair the nominating committee.

Committees of the Board shall present reports to the President, the Members and the Board of Directors, from time to time. Minutes of all Committee meetings shall be maintained in accordance with Article 6.4. The President and/or Board of Directors may, from time-to-time, create additional ad-hoc committees and appoint such committee members and chairs.

4.14 Meeting attendance by teleconference

Meetings of the Board of Directors or the Executive Committee will be conducted in person. However, it may become necessary at times to permit attendance by teleconference. Teleconference attendance must be approved in advance of the meeting by the President, and notice should be given not later than 48 business hours before the meeting to all attendees that teleconference attendance for that meeting has been approved. If one Director is allowed to attend via teleconference, it must be made available to all Directors if requested. The Director(s) attending via teleconference will

be counted towards a quorum, will have full voting rights on matters considered, and their attendance by teleconference will be noted in the minutes.

4.15 Minutes of Meetings

The President will appoint a Board Member to record the minutes of all meetings of the Board of Directors. The committee chairpersons will also insure that minutes of committee meetings are recorded. All minutes will be submitted to the Clerk/Secretary of the Corporation for safekeeping.

ARTICLE V

OFFICERS

5.1 Enumeration

The officers of the Corporation shall consist of a President, a Treasurer, a Clerk/Secretary and such other officers, including one or more Vice Presidents, and Assistant Treasurers, as the Directors may determine.

5.2 Election

All officers will be elected by the Members at the Annual Meeting, or as otherwise provided at a Regular or Special Meeting in accordance with this Article.

5.3 Qualification

All officers of the Corporation must be Directors. In the event of a vacancy, any two or more offices may be held by the same person until election of officers is next held. The Clerk/Secretary shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process.

5.4 Tenure

Except as otherwise provided by the Mass. General Law or other applicable law, by the Articles of Organization or by these By-Laws, all elected Officers shall hold office for a three year renewable term until his/her successor is chosen and qualified, unless a shorter term is specified in the vote choosing or appointing them.

Officers shall be exempt from the term limits for Directors set forth in Article 4.2 during their term of Officer. After completion of their term as Officer, each Officer shall be eligible for election as a Director to the longer of a) a three (3) year term or b) Such remaining number of partial or full terms for which they were eligible before they commenced their term(s) of office. Following completion of such additional terms under a) or b) former Officers shall be eligible for reelection as a Director following a hiatus of one year.

5.5 Resignation, Suspension or Removal

Any officer may resign the position by delivering his/her written resignation to the Corporation at its principal office or to the President or Clerk/Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

An Officer may be suspended or removed with cause by vote of a majority of Directors then in office at any Special Meeting called for such purpose or at any Regular Meeting.

5.6 Vacancies

If the office of any Officer becomes vacant, the Directors may elect a successor at a Regular or Special Meeting. Each such successor shall hold office until the next Annual Meeting or Regular Meeting. If the successor Officer completes the unexpired term of the vacancy, this period shall not count as a full term or toward Tenure as provided in Section 5.4.

5.7 President and Vice President(s)

The President shall be the Chairperson of the Board of Directors and Chief Executive Officer of the Corporation and shall, subject to the direction of Directors, have general supervision and oversight of the Corporation's regular business. Unless otherwise provided by the Directors, he/she shall preside, when present at all meetings of the Directors.

The Vice President(s) shall, in the absence of the President, preside at meetings and have such powers as the Directors may from time to time designate.

5.8 Treasurer

The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Directors may otherwise provide.

5.9 Clerk/Secretary

The Clerk/Secretary shall keep a record of the meetings of Members and Directors. The Clerk/Secretary shall keep or cause to be kept in Massachusetts, at the principal office of the Corporation or at his/her office, records of the Corporation.

Any Clerk/Secretary shall have such powers as the Directors may from time to time designate. In the absence of the Clerk/Secretary from any meeting of Directors, the

Assistant Clerk/Secretary, if one be elected, or otherwise a Temporary Clerk/Secretary designated by the person presiding at the meeting, shall perform the duties of the Clerk/Secretary.

ARTICLE VI

MISCELLANEOUS PROVISIONS

6.1 Fiscal Year

The fiscal year of the Corporation shall be defined as January 1 to December 31 of each year.

6.2 Seal

The seal of the Corporation shall, subject to alteration by the Directors, bear in its name, the word “Massachusetts” and the year of its incorporation.

6.3 Execution of Instruments

All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Corporation in its behalf shall be signed by two Officers as the Members may generally or in particular cases otherwise determine. The delegation of this authority, together with check signing authority, shall be voted by the Members at its Annual Meeting.

6.4 Corporate Records

The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of Directors shall be kept in Massachusetts at the principal office of the Corporation or at the office of the Clerk/Secretary, or at the office of its legal counsel. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any office or for any proper proposes.

6.5 Articles of Organization

All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

6.6 Indemnification

The Corporation shall indemnify every Director and every officer (including persons elected by Directors to fill vacancies in the Board or in such offices), as well as his/her heirs executors, administrators and legal representatives, against all liabilities including expenses imposed upon or reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she made be made a party by reason of his/her being or having been a Director or officer of the Corporation, or at its request of any other corporation of which he/she is a stockholder or creditor and from which he/she is not entitled to be indemnified; however, no indemnification shall be provided for any reason with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation; in the event of a settlement or compromise whether by consent decree or otherwise, indemnification shall be provided only if the Corporation is advised by its counsel that the person to be indemnified did, in the opinion of such counsel, act in good faith in the reasonable belief that his/her action was in the best interest of the Corporation; the right of indemnification set forth herein shall not be exclusive of other existing rights.

Indemnification of officers elected by the Directors, and of employees and other agents of the Corporation may be authorized by the Directors to the extent permitted by law.