BY LAWS

OF THE

CHELMSFORD SWIMMING AND TENNIS CLUB, INC.

ARTICLE I

Name

Section 1. The name of this corporation shall be CHELMSFORD SWIMMING AND TENNIS CLUB, INC.

ARTICLE II

Purposes

Section 1. The purposes for which the corporation is formed are as follows:
To encourage athletic and recreational activities of all kinds, and to acquire and develop facilities designed to promote the same; to buy, sell and otherwise deal in all kinds of property, both real and personal which the Board of Governors of the corporation may deem suitable to carry out the purpose of the corporation; to borrow money and from time to time make and issue promissory notes and evidences of indebtedness of all kinds for the purposes of the corporation, and, if deemed desirable, to secure the same mortgage or pledge of any property of the corporation; to do all things necessary and proper to carry out the purposes for which it is organized; and in general to have and exercise all the powers conferred by the Commonwealth of Massachusetts upon corporations or hereafter amended; provided, however, that no part of the net earnings of the corporation shall inure to the benefit of any member of the corporation, or to the benefit of any incorporator, officer, or any other individual.

ARTICLE III

Memberships

Section 1. Standard Members shall be at least 21 years of age. A husband and wife, either or both of whom are at least 21 years of age, may be joint Standard Members, the Standard Membership to continue in the survivor on the death of the other. A Standard Membership may be transferred to either spouse at any time. In the event of a divorce or separation, the original Standard Members may each retain membership rights. If a divorced Standard Member remarries, the Standard Membership must be transferred to one of the original Standard Members. The other original Standard Member may then apply and be granted an immediate new Standard Membership, subject to approval of the Board of Governors. Standard Members will be accepted in such a manner as the Board of Governors may determine and shall not exceed 200, except as provided in Section 5 of this article.

Section 2. The spouse of a Standard Member and all single permanent residents of the Standard Member's household shall be entitled to use the facilities of the club.

Section 3. Each Standard Member, the spouse of each Standard Member, and each joint Standard Member shall have one vote each at all meetings of the members.

Section 4. The Board of Governors may grant the use of the facilities of the club for such a period of time and upon such terms as it may determine to the spouse of the deceased Standard Member and all single permanent residents of the household; and the board may likewise provide that the survivor of a deceased joint Standard Member shall be relieved from liability for dues and assessments in whole or in part for such a period of time as it may be determined.

Section 5. At the discretion of the Board of Governors up to 5 individuals per year who have been entitled to use the facilities of the club as a single permanent resident of a Standard Member's household shall be entitled to apply for his or her own Standard Membership or joint Standard Membership ahead of all persons on the waiting list and may be accepted for Standard Membership with a spouse even if the resulting number of Standard Members will exceed the limit established under Section 1 of this article; but no other Standard Members shall thereafter be accepted until the number of Standard Members is again less than said limit.

Section 6. Honorary Membership shall be extended to any former corporation employee who has served as an employee for at least ten (10) years and who, in the opinion of the Officers and Board of Governors, has contributed significantly to the social, instructional and competitive swimming, diving and tennis programs. Honorary Membership shall be granted at the discretion of the Board of Governors. Honorary Membership, once granted, shall include the

former corporation employee and his/her spouse. Honorary Membership may be extended for a period not to exceed the total years of service completed by the nominee as a corporation employee. Extensions beyond the initial Honorary Membership period shall be at the discretion of the Board of Governors. Active Honorary Membership shall not exceed 5% of the total corporation Standard Membership. Honorary Members shall be accorded the same rights and privileges as any other corporation member but: (1) shall not have voting privileges, (2) shall not hold elected positions, and (3) shall not have guest privileges.

Section 7. Varsity Memberships

(a) The Board of Governors, in its sole discretion, shall be entitled to grant Varsity Memberships, in addition to those enumerated in other sections of these By Laws to joint members for their long-standing support of the corporation who meet the following criteria:

(1) They must have been members of the corporation in good standing for at least five (5) consecutive years; having paid all of their dues and assessments at the time application for Varsity Membership has been received.

(2) All children in the household must be of an age that makes them ineligible to participate as members of the Swim, Dive, and Tennis Teams.

(3) Varsity Membership is only available to the member and spouse. No other members of the household can be included in this membership.

(4) They must apply for this membership in writing to the Board of Governors with the understanding that the number of Varsity Memberships are dependent upon the attainment of full standard membership enrollment and that there is no guarantee that the Board of Governors will act favorably on their application. Nonetheless, applicants agree to maintain their membership for the year notwithstanding the outcome of their application for Varsity Membership status.

(5) Applicants agree that the corporation shall retain, during their tenure as Varsity Members, the entrance fee paid pursuant to Article IV, Section 1 (a.k.a. the bond) that is being held by the corporation in conjunction with their standard membership.

(6) They agree that they shall have only one (1) vote between the Joint Varsity Members. One (1) Varsity Member may hold elective office on the Board of Governors. Varsity Members shall not serve as an officer of the corporation. Varsity Members shall be permitted to invite guests at the going rate.

(7) The Board of Governors may consider special circumstances when considering an application for Varsity Membership.

(b) The Board of Governors shall exercise due diligence in granting Varsity Membership to all qualified applicants so long as there are no vacancies in Standard Memberships and that for each Varsity membership granted there is a replacement who has agreed to take the member's slot as a new Standard Member. The granting of Varsity Membership may take place prior to June 1 at the discretion of the Board of Governors. The first member to apply for Varsity Membership shall receive first consideration for such membership, and subsequent applicants shall receive consideration in the order that such applications are received. The date of application shall be considered by the postmark date on the envelope. Should more than one application be received at the same time, the member having seniority of membership shall be given consideration before the member with less seniority. Once Varsity Membership status has been granted it shall not be revoked for any subsequent years and that member shall be a Varsity Member for the duration of their association with the corporation. The number of Varsity Memberships shall never exceed fifty (50).

(c) The annual dues for such membership shall be determined by the Board of Governors but shall not exceed one-half of the annual dues paid by Standard Members pursuant to Article V, Section 1. Within thirty (30) days of attaining Varsity Membership, said member shall receive a refund of their dues paid representing the difference between the Standard Membership dues and the Varsity Membership dues. Varsity Members shall be liable for any assessments levied as set out in Article V of these By Laws. The Board of Governors shall be entitled to modify these provisions from time to time as deemed fit to further the intent and purposes of this provision and these By Laws.

ARTICLE IV

Entrance Fee

Section 1. Each applicant approved for Standard Membership by the Board of Governors shall pay an entrance fee (a.k.a. the bond) in the amount that shall be determined from time to time by the Board of Governors.

Section 2. A member, who resigns or is expelled, shall be entitled to a refund from the corporation of the actual amounts realized by the corporation from the entrance fee, less any amounts owed in dues and assessments. Such refund shall not be made, however, until a new Standard Membership has been approved as a replacement. Refunds shall be made within ninety (90) days after the entrance fee of the new Standard Membership has been received by the corporation. To be effective, resignations must be made in writing and delivered to the Treasurer. The effective date of the resignation shall be the date the resignation is received by the Treasurer.

Section 3. The estate of a member other than a joint member who dies shall be entitled to a refund from the corporation for the entrance fee. Such refund shall be upon the same terms and conditions as those provided in Section 2 of this Article with respect to the resigning member.

Section 4. No transfer of any membership in this corporation shall be made except as provided in Section 1 of Article III.

Section 5. Each applicant approved for Standard Membership by the Board of Governors shall pay in addition to the entrance fee and other charges and dues herein provided, an initiation fee in the amount of One Hundred Dollars ($100.00), which initiation fee shall be non-refundable.

Section 6. Members in good standing who are unable to make use of their Standard Membership or Varsity Membership for an entire season may request that their privilege and dues be transferred to another family for the season. The family to whom the Standard or Varsity Membership is transferred will be determined by the Board of Governors. Request for such transfer must be made by the member in writing to the Board of Governors and, upon their approval, will be valid for one season only. Request for transfer of less than one full season will not be approved. Special consideration for more than one season will be reviewed by the Board of Governors.

ARTICLE V

Dues and Assessments

Section 1. The Board of Governors shall have the power to determine the annual dues for Standard Membership, which shall not exceed the sum eight hundred fifty dollars ($850).

Section 2. The Board of Governors shall have the power to collect a Capital Improvement Fee annually from each Standard Membership and each Varsity Membership in an amount not to exceed the sum of one hundred fifty dollars ($150) for Standard Memberships and seventy five ($75) for Varsity Memberships. These funds are to be accounted for distinct from annual operating funds and are to be used by the Board of Governors for the purpose of maintaining, improving, replacing, or adding to the capital facilities of the Club.

Section 3. The Board of Governors shall have the power to levy special assessments when they deem necessary. All assessments shall be for a special purpose; such improvements to be specifically delineated in the assessment. Special assessments shall, in no event, exceed ten percent (10%) of the annual dues unless approved by a two-thirds (2/3) vote of those present at the meeting of those entitled to vote, notice of which meeting shall specify the action proposed.

Section 4. The dues shall be payable on March first each year.

Section 5. The Board of Governors shall specify the date by which all assessments shall be paid.

Section 6. If membership dues or assessments are not paid within 30 days of the day payment is due, a late fee of 10% of the amount due shall be assessed. Membership shall automatically be suspended if membership dues or assessments, plus late fee, are not paid within 30 days of assessment of the late fees. While suspended the member shall lose all rights and privileges of membership. Any person thus suspended shall immediately be notified in writing by the President/Corresponding Secretary of the suspension. If 30 days after notification, said payment is still unpaid, the member shall automatically be expelled from the corporation.

Section 7. The dues of a member who resigns shall be computed for refund at the following rates: after April 1st and before May 1st, 60%; after May 1st and before June 1st, 40%; after June 1st, no refund. Dues or assessments not paid upon resignation shall be deducted from the refund otherwise due the member who resigned, or is expelled. There will be no refund on assessments.

Section 8. Standard Membership accepted after May 1st in any year shall pay dues on the following basis: Standard Memberships taking effect before July 1st, 100%; after July 1st and before August 1st, 90%; after August 1st and before September 1st, 50%.

ARTICLE VI

Executive Officers

Section 1. The officers of the corporation shall consist of a President, Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer, each of whom shall be elected annually for a term of office commencing November 1st and running for one year, or until a successor has been duly elected and qualified. No person shall be eligible to serve as President for more than two consecutive terms or as Vice-President for more than two consecutive terms.

Section 2. Any person seeking position of the officer of the Board is to have served a minimum of one year on the Board of Governors.

Section 3. Only the standard member, the spouse of a standard member, or either of two joint standard members shall be eligible to hold office as an officer. Standard members or Varsity members shall be eligible to hold office as a member of the Board of Governors. A husband and wife shall not serve as officer or governor at the same time.

Section 4. The President shall preside at all meetings and shall be authorized to call special meetings of the Board of Governors. The President, with the approval of the Board of Governors, together with the Treasurer, shall have the authority to sign all deeds, mortgages, promissory notes, contracts, and all other obligations of the corporation. The President, with the approval of the Board of Governors, shall appoint all committees, except the Nominating Committee.

Section 5. The Vice-President shall have and assume all powers and perform the duties of the President during any absence or disability of the President. In addition, the Vice-President shall have such powers and perform such duties as the Board of Governors shall from time to time designate.

Section 6. The Corresponding Secretary shall conduct all correspondence of the corporation and shall notify the members of all meetings of such members, of proposed amendments to these By Laws, of election and all nominations at least two weeks before the annual meeting or any special meetings. The Corresponding Secretary shall also perform such other duties as may be designated by the Board of Governors.

Section 7. The Recording Secretary shall record the minutes of all meetings of members and all Board of Governors meetings and shall be custodian of all corporation records other than financial.

Section 8. The Treasurer shall be charged with the collection and custody of funds of the corporation and their disbursement under the direction of the Board of Governors. Together with the President, and with the approval of the Board of Governors, the Treasurer shall have the authority to sign all deeds, mortgages, promissory notes, contracts, and all other obligations of this corporation. The Treasurer shall cause to be kept accurate books of account of the financial affairs of the corporation, and shall have the power to endorse for deposit or collection all instruments for the payment of money to the corporation and to accept drafts on its behalf. The corporation shall maintain a surety bond on the Treasurer for the faithful performance of the duties of the office, in form and amount and with such sureties as may be determined by the Board of Governors. At the spring meeting, the Treasurer shall present and distribute in writing to each member, a complete statement of income and expenses for the previous fiscal year and a balance sheet as of the closing of the fiscal year. The Treasurer's books shall be open at all times to the inspection of any two (2) members of the Board of Governors.

Section 9. Any officer may be removed from the office with or without cause by a two thirds (2/3) vote of those entitled to vote and present at the annual or any special meeting, provided notice of the intended removal is included in the notification of the meeting sent out by the Board of Governors.

ARTICLE VII

Board of Governors

Section 1. There shall be a Board of Governors of eleven (11) members, consisting of the five (5) elected officers and six (6) elected Governors, three (3) of whom shall be elected each year at the annual meeting, shall serve for a term, commencing November 1st, of two (2) years or until a successor is elected and qualified.

Section 2. The duties of the Board of Governors shall be:

(a) To meet monthly and at such other times when called by the President or by any two members of the Board of Governors.

(b) To consider and transact all the business of the corporation, and to exercise all powers of the corporation, except such as are conferred upon the members by law or these By Laws.

(c) To have the power to fill vacancies in any office created by death, resignation suspension or expulsion.

(d) To have power by two thirds (2/3) vote to forfeit by suspension or expulsion any membership in the corporation for any conduct by a member or any person under that membership which is likely, in the opinion of said two thirds (2/3) of the Board of Governors, to be detrimental to the welfare, interest or character of the corporation.

(e) To enact House Rules or other regulations.

(f) To consider the reports of the membership committee and to extend invitations to and act upon, the applications of proposed members.

(g) To cause to be made a review of the Treasurer's records annually by an independent Certified Public Accountant, and to have an audit of the statement of income and expenses and balance sheet by an independent auditor of its choice at least every four (4) years.

(h) To employ from time to time such personnel deemed by it to be necessary, and determine salaries for such personnel.

Section 3. The majority of the Board of Governors then in office shall constitute a quorum.

Section 4. Any member of the Board of Governors may be removed from office with or without cause by a two thirds (2/3) vote of those entitled to vote and present at the annual meeting or any special meeting, provided notice of the intended removal is included in the notification of the meeting sent out by the Corresponding Secretary.

Section 5. The Corresponding Secretary shall notify all Governors of a meeting to be held pursuant to Section 2 of this Article. This notice shall be made at least one week prior to said meeting.

ARTICLE VIII

Nomination and Election

Section 1. There shall be a Nominating Committee composed of two members of the Board of Governors selected by the Board and three (3) members elected by those entitled to vote at the annual meeting. A vacancy occurring in the two (2) members selected by the Board shall be filled by the Board. A vacancy occurring among the three (3) members elected by those entitled to vote shall be filled by appointment by the remaining member or members so elected.

Section 2. It shall be the duty of the Nominating Committee:

(a) To nominate a candidate for the following elected positions: President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, Three (3) Governors, Three (3) members of the Nominating Committee.

(b) To submit before the third Monday in September the candidates' names to the Recording Secretary who shall report the names in writing to members together with the notification of the annual meeting.

Section 3. Members may submit nominations from the floor at the annual meeting, or in writing to the Recording Secretary provided, however, that there shall be no nominations from the floor unless a list of such candidates is delivered to the Recording Secretary in writing and signed by seven (7) members ten (10) days at least before the date set for the annual meeting or unless there is a vacancy in the list of nominees.

Section 4. The Recording Secretary shall prepare a ballot containing the names of all candidates for use at the annual meeting.

ARTICLE IX

Meetings of Members

Section 1. The meetings of those entitled to vote shall be held during the months of October and May. The October meeting shall be referred to as the annual meeting for the purpose of electing officers and governors and any other business necessary. The date shall be notified by mail at least two (2) weeks prior to said meetings.

Section 2. Special meetings of those entitled to vote shall be called by the Board of Governors at such times as it deems advisable or at the written request of fifty (50) persons entitled to vote.

Section 3. Thirty (30) persons entitled to vote shall constitute a quorum.

ARTICLE X

Committees

Section 1. There shall be the following standing committees, the members of which shall be appointed by the President with the approval of the Board of Governors, and shall serve a term concurrent with the term of the elected officers, unless earlier removed by vote of a majority of the Board of Governors. The chair of each committee shall be held by a member of the Board of Governors.

(a) Finance Committee whose duties shall be to prepare the budget for the next fiscal year, collect inputs for that budget from other committees, set dues for the next fiscal year, and report on all financial matters submitted to it for its consideration by the Board of Governors.

(b) House Committee, chaired by the Vice-President, whose duties shall be to operate and maintain the facilities of this organization and to enforce house rules and other regulations.

(c) Membership Committee whose duties shall be to examine all applications for membership and to report to the Board of Governors names for membership and to maintain a current roster of all persons entitled to the use of this corporation's facilities.

(d) Social Committee whose duties shall be to plan and conduct the social activities of the corporation.

(e) Swimming and Tennis Committees whose duties shall be to plan and conduct the swimming and tennis activities of the corporation, and to represent the corporation at any league or similar organization with which the corporation may be affiliated.

(f) Personnel Committee whose duties shall be to review applications for employment, conduct interviews, recommend salaries, and present findings for positions established under Article VII, Section 2(h).

(g) Historical Committee whose duties shall be to record the significant events that transpire during the year.

(h) Long Term Planning Committee whose duties shall be to bring forward long term capital plans to the Board of Governors for consideration.

Section 2. There shall be other committees appointed from time to time as is deemed necessary. Vacancies on any committee shall be filled by the President with the approval of the Board of Governors. All committees shall be under the jurisdiction of the Board of Governors.

ARTICLE XI

Fiscal Year

Section 1. The fiscal year shall commence on the first day of January and end with the thirty first day of December.

ARTICLE XII

Amendments

Section 1. Any amendment to these By Laws may be made by a two thirds (2/3) vote of those present at a meeting of those entitled to vote provided written notice of the proposed amendment has been mailed to all members by the Corresponding Secretary at least two (2) weeks before the meeting.