

DORCHESTER SWIM AND TENNIS CLUB

BY LAWS

Including changes ratified at Membership meeting March 7, 2016

ARTICLE 1

SECTION 1: MEMBERSHIPS - The total memberships shall be limited to a total of 270. 250 memberships will be stockholders and 20 memberships will not be stockholders.

SECTION 2: CLASS OF MEMBERS -There shall be three classes of members, namely a family membership, which consists of two adults, married, divorced or cohabiting, listed on the stock certificate and all immediate children of those two adults, residing with the said two adults, but which children are 26 years of age and under, and which are not married, divorced or widowed; the second class of membership shall be an individual membership, which shall consist of one individual who will have one unlimited guest privilege; if the individual holding said individual membership later becomes married, then his or her classification must be changed to a family membership; all members whether individuals or heads of the families must be twenty-one (21) years of age. All stockholders must participate in the operation of the club. The third class of membership shall be classified as a social membership and be a non-voting, non stock holding membership.

SECTION 3: APPLICATION FOR MEMBERSHIP -Candidates for membership shall make a written application to the Board of Directors on which the applicant shall state his/her name, age, occupation, business and residence address, together with such other information as the Board of Directors shall from time to time require. A misstatement in the application shall be sufficient ground for rejection of the application or expulsion from membership. All applications must be proposed and seconded by two or more members in good standing. The Board of Directors may in it's discretion from time to time require an earnest money deposit with application for membership. The amount so deposited to apply against the payment of any fees will be forfeited to the Club if the applicant does not qualify within fifteen (15) days after notice of his election is mailed to him at the address given on the application, and his election to membership shall be void unless otherwise determined by the Board of Directors.

SECTION 4: ELECTION OF MEMBERS -All members of the Club shall be elected by the Board of Directors by secret ballot after review of the application. Two or more adverse ballots shall reject a candidate for membership . A rejected candidate cannot be voted on within one (1) year after the date of his rejection except where it can be proven to the satisfaction of the Board of Directors that his rejection was based on false or erroneous information.

SECTION 5: TAXES -Applications for membership shall pay any tax imposed by law in

connection with their membership.

SECTION 6: TRANSFER OF MEMBERSHIP -Membership is fully transferable, except that prior to transfer, the transferee must apply for membership and be approved for membership as provided in these by-laws; anyone acquiring a membership under the laws of descent, or by will, may make application for membership, and if rejected for membership, the Dorchester Swim and Tennis Club agrees to pay said party the then value of said membership to be computed as the net worth of the Corporation as of the date of death of the deceased member, divided by the number of members.

SECTION 7: TRANSFER FEE -Upon the transfer of any membership, except by will or descent, the transferee shall pay to the Club a transfer fee of twenty-five dollars (\$25.00), plus taxes, or such other amount as shall be fixed from time to time by the Board of Directors.

SECTION 8: DUES -Membership dues for the year 2018 shall be \$575.00 If paid after May 1st the dues will be the amount of the annual dues plus a delinquent dues penalty of 15% of the current year's dues. Social memberships dues for the year 2016 and in the years thereafter shall be \$800.00 due and payable April 1st of each year at the address of the Club. If paid by mail, the postmark will be considered as the date of payment. No member shall be allowed the use of the Club's facilities until his annual dues are paid. At least \$20.00 of each member's dues shall be applied on the principal of the Club's indebtedness.

SECTION 9: RESIGNATIONS -Any member may terminate his membership by resignation, tendered to the Club in writing and the resignation shall be effective when accepted by the Board of Directors. Such resignation shall be declined unless tendered before the expiration of the period for which dues have been paid and unless the resigning member be in good standing and shall have liquidated his indebtedness to the Club.

ARTICLE 2 MEMBERS MEETINGS

SECTION 1: ANNUAL MEETING -The annual meeting of the members of the Club shall be held during the month of October each year.

SECTION 2: SPECIAL MEETINGS -Special meetings of the Club may be held at any time upon the call of the President, or at the instance of three (3) members of the Board of Directors, or upon the call of 10% of the total membership.

SECTION 3: NOTICE OF MEETINGS -Members shall be notified of annual meetings not less than ten (10) days nor more than thirty (30) days in advance of such meeting. Members shall be notified of special meetings not less than five (5) days prior to the date set for said meeting.

SECTION 4: QUORUM -A quorum for the transaction of business at the annual or special meetings shall consist of not less than twenty (20) members in good standing, but a less number may adjourn from time to time without further notice thereof.

SECTION 5: VOTING -Only members in good standing and not in arrears are permitted to offer motions, to take part in discussions, or to vote at members' meetings.

ARTICLE 3 BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS -The property, affairs, and business of the Club shall be managed by the Board of Directors, which shall also control, regulate, and supervise the conduct of members while on the Club premises and the activities engaged in or carried on by the Club, or under the Club auspices. All contracts requiring the signatures of officers of the Club shall first be approved by the Board of Directors.

SECTION 2: NUMBER OF DIRECTORS -The entire management of the Club shall be entrusted to a Board of fifteen (15) members; provided, however, that in the event the regular term of office of the retiring President as a member of the Board of Directors expires concurrently with the expiration of his office as President, his term of office as a Board member shall automatically be extended for one additional year and during such year the Board of Directors shall consist of sixteen (16) members.

SECTION 3: TERM OF OFFICE -At the annual meeting of the Club members, fifteen (15) Directors shall be elected by ballot. At each annual meeting after 1958, five (5) Directors shall be elected for a term of three (3) years.

SECTION 4: NOMINATING COMMITTEE -The President shall appoint a Nominating Committee of at least three (3) and no more than five (5) who shall place in nomination at least one (1) and not more than two (2) names for each vacancy on the Board of Directors to be voted upon at the annual meeting. The Nominating Committee shall be appointed by the President not less than thirty (30) days before the date of the annual meeting, and the Nominating Committee shall submit the names of the members selected to the office of the Secretary, who shall enclose names of nominees with notice of annual meeting mailed to Club members, In addition to the selection of the Nominating Committee, any member of the Club may be nominated for any office upon written petition nominating him or her, and being signed by twenty five (25) or more of the members in good standing and presented to the President of the Club at or before the election.

SECTION 5: Tellers -The presiding officer of the meeting shall appoint five (5) tellers who shall collect and count the ballots and announce the result of the election. The number of nominees equaling the vacancies existing having the highest number of votes shall be declared elected. In case of a tie, the election shall be decided by lot.

SECTION 6: PROXY VOTING - Voting by proxy shall not be allowed.

SECTION 7: MEETINGS -The Board shall hold regular monthly meetings. The day of the month shall remain consistent and shall be selected by the Board at its November meeting. Special meeting of the Board may be called by the President, at his discretion, or by three (3) members of the Board. Eight (8) members of the Board shall constitute a quorum. All the proceedings and deliberations of the Board and its committee shall be confidential.

SECTION 8: VACANCIES -If a vacancy shall occur in the Board of Directors by death, removal, or otherwise, it shall elect a member from the Club to fill the unexpired term of the Director whose office is vacated. The Board shall have the power to remove any of its members by a two-thirds (2/3) vote of all its members, and to elect a new member in his or her stead.

SECTION 9: ABSENTEES -If any Director shall absent himself from any three (3) consecutive regular meetings of the Board without rendering an excuse acceptable to the Board, his office may be declared vacant. The Secretary shall call the attention of the absenting Director to this section, after absence by him from two consecutive meetings.

ARTICLE 4 OFFICERS AND DUTIES

SECTION 1: The Board of Directors, from the members thereof, shall elect the officers of the Club, and for cause may remove any one or all of them by a two-thirds (2/3) vote of all its members. The officers of the Club shall be a President, a Vice President, a Secretary and a Treasurer, to be elected at the first (1st) regular meeting of the Board of Directors held after the annual meeting of the Club, and said officers shall hold their office until the first (1st) meeting of the Board of Directors following the next annual election and until their successors shall have been duly elected and qualified.

SECTION 2: The President shall have general supervision over all the affairs of the Club and shall call and preside at all meetings of the Club or of the Board. No call shall be required of the regular monthly meetings of the Board. He shall be ex-officio member and appoint chairmen of all standing and special committees. He shall sign all contracts, bonds, deed, and other instruments in writing authorized by the Board or the Club. He shall perform such special duties as the Board or the Club may designate.

SECTION 3: The Vice President shall, in the absence of the President, or in case of his death, resignation or inability to act, perform all his duties. In the absence of both President and Vice President, a President Pro-Tem may be elected by the Board with all the duties and powers of the President.

SECTION 4: The Secretary shall keep the minutes of all the meetings of the Club and of the Board of Directors, and shall take charge of all deeds and other instruments in

writing, except securities of the Club. He shall keep a full list of all members of the Club with their addresses. He shall notify members of their election to or loss of membership and of every annual or special meeting. He shall issue notices and shall perform such other duties as the Board may direct.

SECTION 5: The Treasurer shall collect all entrance fees, dues, and other money, and receive and hold all securities of the Club, and shall deposit the same as directed by the Board. He shall be the disbursing officer of the Club. He shall keep the accounts of the Club which shall be open to inspection to any director at any time. He shall submit full monthly statements of accounts to security for the faithful performance of his duties, the cost of which will be defrayed by the Club. He shall perform such other duties as the Board may direct. The Treasurer shall be the chairman of the finance committee.

SECTION 6: The Secretary and Treasurer shall make annual reports for the annual meetings and special reports at such other times as the Board may direct.

ARTICLE 5 STANDING COMMITTEES

SECTION 1: The President shall appoint annually the following standing committees:

1. Finance & Legal
2. Operations
3. Maintenance
4. Entertainment / Recreation

SECTION 2: Each committee will consist of three (3) members as a minimum and five (5) members as a maximum. The Chairmen of these committees will be from the Board of Directors. Committee members may be from the general membership. All appointees are subject to approval by the Board of Directors. The Treasurer and Attorney on the Board shall be co-chairmen of the Finance and Legal Committee.

SECTION 3: All committee actions, excepting those of the Membership Committee, shall be subject to the approval or ratification by the Board of Directors.

ARTICLE 6 DUTIES OF COMMITTEES

SECTION 1: FINANCE AND LEGAL COMMITTEE -This Committee shall have general supervision over bills rendered by the Club, take appropriate action on any delinquent members and submit such names to the Board of Directors. It shall submit a budget on or before the December meeting for approval by the Board of Directors. It shall keep the by-laws current, interpret same. The Committee's decision on by-laws shall be final and it shall handle all legal transactions of the Club.

SECTION 2: OPERATIONS COMMITTEE -This Committee will perform the following duties:

- A. Enact, subject to approval of the Board of Directors, and thereafter publish

and enforce rules with respect to guests, Clubhouse and pool;
B. Hire and regulate all Club employees;
C. Supervise the making of all necessary reports to public officials or authorities except with respect to taxes.
D. Supervise the custodial services and cleanliness of the facilities and the condition and treatment of the water in the pool.

SECTION 3: MAINTENANCE COMMITTEE -This Committee will perform the following duties:

A. Supervise the construction, maintenance and repair of the Club properties.
B. Supervise the repair and replacement of Club equipment.
C. Supervise grounds and landscaping.

SECTION 4: ENTERTAINMENT & RECREATION COMMITTEE -This Committee will supervise the planning and scheduling of all organized entertainment and recreation activity and enforce all rules and regulations with respect thereto except for related swim activities and entertainment.

ARTICLE 8 DISCIPLINARY MEASURES

SECTION 1: SUSPENSION BY THE PRESIDENT -The President shall have the power to suspend any member from, or anyone in his family, from the privileges of the club until the next regular meeting of the Board of Directors for conduct which is unbecoming a gentlemen or prejudicial to the good order, peace or interest of the Club.

The Board of Directors may either continue the suspension ordered by the President from one regular meeting to the next or to any such regular meeting order that such suspended member be restored to full rights and privileges.

SECTION 2: The Operations and Recreation Committees shall jointly hear charges preferred against any member of the Club or anyone in his family, for:

1. Violation of the by-laws or rules of this club.
2. Conduct unbecoming a gentleman or injurious to the good order, peace or interest of the Club.

Any member charged with such violation or misconduct shall be cited, in writing, to appear before the joint committee. Such citation shall be mailed to such member at least five (5) days before the date set for his appearance. If, at the hearing, said committee shall determine that the conduct in question was, in fact a violation of misconduct, it may order temporary suspension pending action by the Board of Directors.

The joint committee shall promptly notify the accused person of its decision and recommendation, and such person shall have the right to appeal to the Board of Directors.

SECTION 3: If, on such reference, by the joint committee or on an appeal, the Board of Directors shall be satisfied that the charge or charges are true, it may censure the

accused member, or suspend him for a specified time, or it may either request him to resign or expel him forthwith.

Except when the termination of membership is automatically provided for by the by-laws and except for temporary suspensions by the joint committee as provided in Section 2 of this Article, an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present shall be necessary for the suspension of a member of the Club. An affirmative vote of at least twelve (12) members of the Board of Directors shall be necessary for the expulsion of a member. Members who are under suspension shall be not relieved of the obligation to pay dues accruing during the period of suspension, but shall be denied the privileges of the Club during such suspension. Any member who shall fail to appear before either the joint committee or the Board of Directors when cited or permitted so to appear in accordance with these by-laws, shall be deemed to have forfeited and shall be deemed to have waived his right to a hearing.

SECTION 4: FORFEITURE -Any member who shall plead guilty to or be convicted of any felony or any other offense involving moral turpitude shall automatically forfeit his membership in the Club and such member may be expelled forthwith.

SECTION 5: LOSS OF RIGHTS AND INTEREST -The rights and interest of any member in Dorchester Swim and Tennis Club may be affected as follows:

A. In case of forfeiture of membership or expulsion under any provision of these by-laws, all rights and interest in such membership shall revert to the Club upon the adoption of an appropriate resolution by the Board of Directors and the mailing of written notice thereof to the affected member; in such event the Club shall pay to the expelled member the difference between the current market value of his membership, as determined by the Board of Directors, and all obligations and unpaid dues and charges of the member owed to the Club; provided, however, that if in the opinion of the Board of Directors the financial situation of the Club would be jeopardized by the repurchase of the membership out of the Club's funds, the payment of the forfeited or expelled membership may be deferred until a sale of the membership to a new member can be consumed.

B. Unpaid dues and all other charges of every member of the Club shall become a lien against such member's membership, and until the same are paid in full, the person or persons owning such membership shall not be entitled to the use of the Club's facilities; annual dues and assessments shall nevertheless continue to be charged against such membership; provided, however, that in the event any dues together with charges thereon, are delinquent for a period exceeding thirty (30) days beyond the due date of May 1st, and are not paid within a period of fourteen (14) days after the mailing of written notice thereof and of this provision of the by-laws to the member in whose name such membership stands on the records of the Club, such membership and all right, title, and interest therein may by resolution duly adopted by the Board of Directors be forfeited and become the property of Dorchester Swim and Tennis Club; provided further, that this subsection shall apply to those dues which are due and payable May 1, 2008, and thereafter.

ARTICLE 9

MEMBERS RIGHTS AND PRIVILEGES

SECTION 1: RIGHTS -Each stock certificate of either class shall be entitled to only one vote on any issue which may be cast by any adult member over the age of twenty-one (21) entitled to benefits and privileges of such membership, provided, however, that only members in good standing and not in arrears are entitled to vote, to hold office, or upon liquidation to have any interest in the property or assets of the Club.

SECTION 2: PRIVILEGES -The privileges of the Club shall be available to members in conformity with rules and regulations which may be issued from time to time by the Board of Directors.

SECTION 3: MEMBERS' COMPLAINTS -The grievance or complaint of any member shall be received and acknowledged, when presented in writing to the Board of Directors, which shall refer it to the committee having jurisdiction, and if the action of such committee is not satisfactory to the aggrieved or complaining member, he shall on his written request be given a personal hearing by the committee with the right of appeal to the Board of Directors.

SECTION 4: ASSESSMENTS -No assessments can be levied on the membership unless voted on and approved by a majority of the entire membership.

ARTICLE 10 AMENDMENTS TO BY-LAWS

SECTION 1: These by-laws shall be amended by the Board of Directors from time to time by a two-thirds (2/3) vote of those members present at a regular meeting or special meeting, provided the proposed amendment or amendments shall have been submitted in writing at a previous regular meeting of the Board; such amendments shall become effective immediately or as otherwise determined by the Board, but subject to ratification or rejection as hereinafter set forth; provided, however, that no amendment relating to assessments shall become effective until approved by a majority vote of the participating shareholders.

SECTION 2: RATIFICATION -Such by-laws adopted by the Board shall cease to be of effect unless ratified within one (1) year from the date of their adoption by a vote of the voting membership:

1. At a special meeting called for that purpose; or
2. By a mail ballot; or
3. By a separate ballot, to be provided at the annual election; or
4. By a voice vote at the annual meeting.

The Board of Directors shall determine the method of submission.

ORDER OR REVISIONS

Article 1, Section 1 Memberships 09/20/59
Article 1, Section 8 Dues 09/20/59
Article 3, Section 4 Nominating Committee 09/20/59
Article 6, Section 3 Pool Committee 09/20/59
Article 6, Section 4 Grounds Committee 09/20/59
Article 9, Section 1 Rights 09/20/59
Article 10, Section 1 Amendments to By-Laws 09/20/59
Article 3, Section 2 Number of Directors 10/01/61
Article 2, Section 1 Annual Meeting 09/30/62
Article 1, Section 1 Memberships 12/08/63
Article 1, Section 8 Dues 12/08/63
Article 8, Section 5 Loss of Rights & Interest 04/12/64
Article 2, Section 1 Annual Meeting Date 04/24/66
Article 2, Section 1 Name Change 04/24/66
Article 5, Section 1 Standing Committees 04/24/66
Article 5, Section 2 Members on Committees 04/24/66
Article 6, Section 4 Duties of Committees 04/24/66
Article 1, Section 8 Dues 10/20/68
Article 1, Section 8 Dues 10/26/69
Article 1, Section 8 Dues 03/05/72
Article 1, Section 3 Amendments to By-Laws 10/21/73
Article 1, Section 8 Dues 10/26/75
Article 8, Section 5B Loss of Rights & Interest 10/26/75
Article 1, Section 8 Dues 10/29/78
Article 8, Section 5B Loss of Rights & Interest 10/29/78
Article 3, Section 7 Meetings 10/29/78
Article 1, Section 2 Amendments to By-Laws 10/19/80
Article 1, Section 8 Dues 10/19/80
Article 1, Section 8 Dues Penalty 10/24/82
Article 8, Section 5B Dues & Dues Penalty 10/24/82
Article 1, Section 8 Dues 08/31/83
Article 1, Section 7 Transfer Fee 10/30/84
Article 8, Section 5B,C Loss of Rights & Interest 10/30/84
Article 1, Section 8 Dues & Payment 01/31/94
Article 5, Section 1 Enter. & Rec. Comm. 01/31/94
Article 8, Section 5B Loss of Rights & Interest 01/31/94
Article 1, Section 8 Dues 10/27/97
Article 1, Section 8 Dues 02/01/00
Article 1, Section 8 Dues 02/01/02
Article 10, Section 1 Assessment Approval Process 02/12/08
Article 8, Section 5(B) Delinquency /Notice Periods 02/12/08
Article 1, Section 8 Dues 02/12/08
Article 1, Section 8 Dues 10/18/11
Article 1, Section 2 Removed Class of members 5/1/12
Article 7, Membership Committee 10/17/12
Article 1, Section 3, 4, App. and Election of Members 10/17/12

Article 2, Section 3 Notice of Meetings 10/17/12

Article 1, Section 1 Memberships 2/17/16

Article 1, Section 2 Class of Members 2/17/16

Article 1, Section 8 Dues 3/7/16

Article 9, Section 1 Rights 3/7/16

Article 1, Section 8 Dues 10/25/17