

HERITAGE POOL & RACQUET CLUB, INC.  
AS APPROVED BY THE MEMBERSHIP, NOVEMBER 24, 2013

Article I – Name The name of the organization shall be the Heritage Pool & Racquet Club, Inc., as provided in the Articles of Incorporation.

Article II – Object The purpose for which this Corporation is formed is to promote the health and general welfare of its members and in pursuance thereof to construct, own and operate a swimming pool, tennis courts and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, in the Town of Concord, County of Middlesex, Commonwealth of Massachusetts, for the exclusive use of its members.

Article III – Government

Section 1 The operation and management of this Corporation shall be in accordance with these By-Laws.

Section 2 The Corporation shall be managed by a Board of Directors consisting of between seven and eleven Class A Members, at least one of whom shall also be a Class B Member. All shall serve without compensation.

Section 3 At each Annual Meeting, Directors will be elected to fill expired terms and to serve for three years.

Section 4 Any member of the Board of Directors who shall cease to hold an active Class A Membership in the Corporation shall cease to be a member of the Board of Directors automatically.

Article IV – Board of Directors

Section 1 Consistent with the By-Laws, the Board of Directors shall:

- a) Have and exercise all the powers and duties to direct and manage the affairs, funds and other property of the Corporation except as otherwise provided by law, the Articles of Organization or these Bylaws.
- b) Elect and admit: (i) Class A Members as recommended by the Membership Committee; and (ii) Class B Members as recommended by the Platform Tennis Program Committee.
- c) Establish and impose penalties for violations of these By-Laws and the rules, regulations and operating guidelines of the Corporation.

- d) Elect, appoint and remove officers, agents, servants or employees as it may deem necessary or advisable, including without limitation a President, a Vice-President, a Treasurer and a Secretary, each of whom shall be members of the Board of Directors. The Board of Directors shall fix the duties and compensations for all such persons.
- e) Constitute and appoint committees and define the powers and duties of same.
- f) Fill any vacancy in the membership of the Board of Directors to serve for the remainder of the unexpired term.
- g) In the event that any elected officer shall fail or cease to serve prior to the expiration of his/her term, the Board of Directors shall elect a replacement from among its members to complete the unexpired term.
- h) Adopt rules, regulations and operating guidelines for both the Class A Members and the Class B Members (collectively, "Members"), including without limitation, as to: access to the Corporation's facilities and the appropriate dues and other assessments properly chargeable to each Class of Members in accordance with the level of privileges afforded to such Class.

Section 2 The Board of Directors shall designate the bank or institutions in which the funds of the Corporation shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Corporation shall be executed.

Section 3 The Board of Directors shall make available to the Members at the Annual Meeting a complete financial summary for the previous year.

#### Section 4

- a) The Board of Directors shall meet at least four times annually and at such other times and intervals as they may deem necessary.
- b) A majority of the then existing Board shall constitute a quorum.
- c) The Board shall approve a corporation budget for each calendar year no later than February of each given calendar year. The board shall review each calendar year's finances during at least one Board meeting during June, July, or August and during at least one additional Board meeting during September, October, or November.

Section 5 In the event a question before the Board of Directors results in a tie vote which cannot be resolved, the question shall then be decided by a majority vote of the Class A Members in attendance at a meeting of the Corporation.

Section 6 The Board of Directors shall not borrow or pledge the credit of the Corporation without specific approval of a majority of the Class A Members in attendance at an Annual Meeting or a Special Meeting of the Corporation called in accordance with these By-Laws.

Section 7 Any member of the Board of Directors may be removed from office by a two-thirds vote of the Class A Members present in person or represented by proxy at either an Annual Meeting or a Special Meeting called in accordance with these By-Laws.

Section 8 A junior committee may be organized by the Board of Directors to give young people between the ages of 12 and 18 experience and to present their problems to the Board.

## Article V – Officers

Section 1 The officers of this Corporation shall consist of a President, a Vice-President, a Treasurer, a Secretary and such other officers as shall be determined by the Board of Directors from time to time. All such officers shall be elected annually by the Board of Directors as provided in Article IV, Section 1(d), and shall hold office until their resignation, removal by the Board of Directors or their successor takes office at or following the next Annual Meeting of the Corporation.

Section 2 The President shall preside at the meetings of the Corporation and of the Board of Directors. He/she shall be the administrative officer of the Corporation. He/she shall appoint, subject to confirmation by a majority of the Board of Directors, all standing committees as may be directed, except as otherwise provided in the By-Laws. He/she shall be, ex-officio, a member of all committees.

Section 3 The Vice-President, in the absence or disability of the President, shall act in his/her stead. He/she shall be, ex-officio, a member of all committees.

Section 4 The Secretary shall send out notices of the meetings of the Corporation, keep the corporate minutes and other records in accordance with the laws of the Commonwealth, attend to the correspondence pertaining to his/her office, and perform such other duties pertaining to his/her office as may be designated by the Board of Directors.

### Section 5

a) The Treasurer shall attend to keeping the accounts of the Corporation, collecting its revenues, and paying its bills as approved by the Board of Directors or in accordance with such procedures as may be authorized by the Board from time to time. He/she shall deposit funds of the Corporation received by him/her, in the name of the Corporation in such depository as may be designated by the Board of Directors. He/she shall be, ex-officio, a member of the Finance Committee.

- b) Bills and statements for guest fees and other incurred charges will be rendered periodically by the Treasurer or his/her designee.

## Article VI – Members

### Section 1

- a) There shall be two classes of Members of the Corporation, designated as “Class A Members” and “Class B Members.”
- b) Class A Members shall make up the ordinary summer operating membership of the Corporation. Each Class A Member shall consist of a single family unit, including all regular members of the household. Each Class A Member (i.e. each family unit comprising a Class A Member) shall be entitled to a single vote on all matters submitted to the Class A Members for a vote.
- c) Class B Members shall make up the special platform tennis winter membership of the Corporation. Each Class B Member shall consist of a single family unit, including all regular members of the household. Class B Members shall not be entitled to vote on any matter unless otherwise required under applicable law.
- d) Any family unit may (but shall not be required to) be both a Class B Member and a member of a family unit that is a Class A Member.

Section 2 The maximum number of Class A Members (i.e. family units) shall be 207. The maximum number of Class B Members shall be 165. Two of the 207 Class A Memberships shall be reserved for the families residing (during that year) at 141 Old Bedford Road and 159 Old Bedford Road, Concord. If either or both of these families declines membership in a given year, the membership slot remains vacant for that year. These two families shall be required to pay all fees and dues associated with the Class A Membership.

Section 3 Upon written request, addressed to the Board of Directors, a Class A Member suffering a death within the family unit comprising that Class A Member shall be granted an exception from the requirement to pay annual dues for the season following the season during which the death occurred. All other fees shall continue to be assessed to the family.

Section 4 Once the maximum regular membership allowed under these By-laws has been attained for either Class A Member or Class B Members, the Board of Directors shall maintain a waiting list of approved applicants. An opening in the appropriate Class of membership shall be filled by seniority on said waiting list. However, the following individuals, upon the approval of their application, shall be entitled to seniority on the appropriate waiting list:

- Anyone who is part of a family unit comprising a Class A Member in good standing who now wishes to become a Class A Member in his/her own right.
- Any person who has previously been a Class A Member or Class B Member in good standing and terminated his/her membership as a result of a transfer from the area and then returns to the area at a later date and wishes to renew his/her membership of the same Class.

Section 5 Membership takes effect upon approval by the Board of Directors.

Section 6 No Member may use the Corporation's facilities until annual dues and any overdue assessments and fees are paid, and any Member failing to pay the annual dues or any other fee within 60 days of billing shall forfeit membership in the Corporation and a fee equivalent to annual dues for that year.

No Member shall be habitually late in payments to the Corporation such that the total days past the billing dates of all billings within any two-year period exceeds 200. Any Member who does exceed 200 days past the billing dates in this way shall forfeit membership in the Corporation.

Section 7 Any Member may, for just cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three months by a two-thirds vote of the members of the Board of Directors, present at any meeting thereof; or be expelled by a three-fourths vote of all Class A Members. Cause for suspension or expulsion shall, in general, consist of a violation of these By-Laws or of the rules, regulations or operating guidelines of the Corporation or of conduct unbecoming a lady or gentleman.

Section 8

- a) All Members of the Corporation shall be accorded access to the facilities of the Corporation consistent with the Class(es) of membership to which they belong, in each case subject to all of the Corporation's rules, regulations and operating guidelines, copies of which shall be provided to all Members.
- b) The Board of Directors shall by rule fix the terms and conditions upon which guests of Members may use the facilities of the Corporation.
- c) The Board of Directors, at its discretion, may invite any person to be a guest of the Corporation.
- d) Any property of the Corporation broken or damaged by a Member or his/her guest shall be promptly paid for by such Member, with reasonable wear and tear excluded. No person shall take any article belonging to the Corporation.

- e) The Corporation assumes no responsibility and Members or their guests can have no claim against the Corporation for the property of members or any guests which may be brought into or left in the Corporation buildings or on the grounds.
- f) The Corporation assumes no responsibility and Members or their guests can have no claim against the Corporation for any accident or injury to any person or their property.

## Article VII – Dues and Fees

### Section 1

- a) The Board of Directors, at its first meeting after the Annual Meeting of Class A Members, shall establish dues for each Class of Members for the ensuing year consistent with the level of privileges afforded to each such Class. The Board shall also have the authority to impose fees and fines as deemed appropriate for the operation of the Corporation.
- b) Dues shall be at least sufficient to provide for the necessary operating expenses of the Corporation and the proper maintenance and improvement of its property, in accordance with the budget approved at the Annual Meeting, and such dues shall be subject to an additional charge of up to 25%, at the discretion of the Board of Directors.
- c) No dues nor part thereof shall be required to be refunded in the event that any facility operations are required to be suspended for any period.

Section 2 Each Member will be required to pay a new member fee and a one-time initiation fee to the Corporation; each in an amount to be determined by the Board of Directors.

Section 3 Upon the termination of the membership of any bond holder, the bond held by said membership shall be paid by the Corporation. The Corporation shall pay over to the Member surrendering the bonds the face value of the bonds so surrendered, less any amount due to the Corporation from such member. In the event the Corporation is unable to obtain possession of the bond, it may be canceled on the books of the Corporation after ten days notice by registered mail. In the case of the enforcement of a lien on the bond as above provided, neither the signature of the holder of such bond nor the delivery of the bond shall be requisite to perfect the transfer to the Corporation and the Treasurer of the Corporation for such purpose is hereby authorized as the Attorney of the holder of such bond to make such transfer. Every bond is expressly subject to the provisions of this section.

Section 4 Upon dissolution of the Corporation, if there be money or property of the Corporation remaining after satisfaction of all debts of the Corporation, including all

bonds of the Corporation, such excess money and property shall be given to one or more municipal or charitable associations, societies, or corporations, to be used exclusively to procure, erect or maintain recreational facilities or recreational programs within the Town of Concord.

Section 5 Members shall be responsible for the payment of all charges or liabilities that may be imposed or incurred by members of their family to whom the privileges of the Corporation shall have been extended and for all charges and liabilities imposed upon or incurred by their guests.

Section 6 All fees and other charges mentioned herein and hereafter are exclusive of taxes, if any, imposed by the Federal, State and other Governmental bodies and agencies.

Section 7 The Corporation shall maintain separate internal financial books of account with respect to its Class B Membership (and particularly, its Platform Tennis Program). Such books of account will continue to be maintained until all debts of the Corporation to its Class B Members existing as of the date of adoption of these Bylaws have been paid in full, after which the Board may vote to eliminate these separate books of account. Nothing herein shall in any way prohibit or limit the Corporation from maintaining books and records with respect to and reporting its aggregate finances whenever necessary or desirable.

## Article VIII – Meetings

### Section 1

- a) The Annual Meeting of the Corporation shall be held once each calendar year at such time and place as the Board of Directors may determine and according to Roberts Rules of Order, revised.
- b) The Annual Meeting shall be for the purpose of electing Directors, presenting committee reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it.

Section 2 Special Meetings of the Corporation may be called by the Board of Directors. Also, upon written request of at least 25 Class A Members (or, if at the time, there are fewer than 25 Class A Members, all such Class A Members) to the Secretary, stating the purpose therefor, a Special Meeting shall be called by the Secretary within 30 days.

### Section 3

- a) Notice of the Annual Meeting shall be given by mail to the Members at least 15 days prior thereto. The notice of the Annual Meeting shall include the names of the candidates for the Board of Directors nominated by the Nominating Committee.

- b) Special Meetings of the Corporation may be held on 5 days notice by mail to all Members. The notice shall state the purpose for which the Special Meeting is called, and no other business shall be transacted thereat.

Section 4 Only Class A Members shall be entitled to vote at meetings of the Corporation and only one adult vote is allowed for each such Class A Membership. Any Class A Member family may be represented by proxy if not able to attend in person. Proxy vote can be exercised only by written ballot which must be obtained from the Secretary and returned to the Secretary no later than one hour prior to the beginning of the Annual Meeting or Special Meeting. Voting may be by way of voice but upon the demand of at least ten Class A Members, including those represented by proxy, voting shall be by roll call or closed ballot.

Section 5 Twenty-five percent of the Class A Members, present in person or by proxy, shall constitute a quorum at all Corporation meetings.

Section 6 Whenever in these By-Laws notice to Members is required, the mailing of such notices to the last known address of the members shall constitute sufficient notice.

#### Section 7

- a) The Board of Directors shall hold its first meeting following the Annual Meeting in each year as promptly as practicable.
- b) The Board of Directors may, by resolution, establish from time to time, a schedule of its meetings and rules for the conduct thereof.
- c) Special Meetings of the Board of Directors may be called by the President, or shall be called by the Secretary upon request of two members of the Board.
- d) Notice of the regular Board Meetings shall be made to each member of the Board at least five days before the date of the meeting.

### Article IX – Nominations

Section 1 There shall be a Nominating Committee consisting of at least five Members of the Corporation appointed by the Board of Directors.

Section 2 The Nominating Committee shall nominate an appropriate number of candidates for the vacancies in the Board of Directors to be filled at the Annual Meeting, and shall report such nominations to the Secretary at least thirty days prior to the Annual Meeting. Any such nominations shall be made in a manner that assures that all members of the Board of Directors are Class A Members, and that at least one such director is also a Class B Member.



Section 3 Nominations may be made from the floor at the Annual Meeting.

## Article X – Committees

### Section 1

- a) The standing committees shall be Facilities, Swim and Dive Program, Tennis Program, Finance, Social, Membership, Platform Tennis Program and Long Term Planning.
- b) The duties and powers assigned in these Rules and By-Laws to the standing committees shall be subject to the authority of the Board of Directors.

Section 2 The Facilities Committee shall exercise supervision over the pool and grounds operation; shall attend to the maintenance of the pool, buildings, operating equipment and grounds.

Section 3 The Swim and Dive Program Committee shall prepare the program of instruction and entertainment and exercise supervision over same and shall be responsible for all necessary publicity.

Section 4 The Tennis Program Committee shall prepare the program of instruction and entertainment and exercise supervision over same and shall be responsible for all necessary publicity.

Section 5 The Finance Committee shall prepare the annual budget for approval by the Board of Directors and the membership at the Annual Meeting and shall exercise general supervision over the financial transactions of the Corporation.

Section 6 The Social Committee shall plan, organize and supervise all social activities for the membership at large and shall be responsible for all necessary publicity and associated fees

Section 7 The Membership Committee shall maintain a waiting list and solicit the applications of families to become Class A Members and turn such applications over to the Board of Directors with the recommendations of the Membership Committee.

Section 8 All participants in the Platform Tennis Program Committee shall be Class B Members, and at least a majority of such participants also shall be Class A Members. The Platform Tennis Program Committee shall be responsible for overseeing all activities relating to the Corporation's platform tennis function, including the preparation of a proposed annual budget therefor to be submitted to the Board at least 120 days prior to each new fiscal year of the Corporation. The Platform Tennis Program Committee also shall be responsible for collecting applications from individuals interested in becoming Class B Members, maintaining a waiting list of potential Class B Members as necessary,

and making recommendations to the Board of Directors with respect to the admission of new Class B Members.

Section 9 The Long Term Planning Committee shall be responsible for planning, design and supervision of construction and improvements to the facilities.

## Article XI – Miscellaneous

### Section 1

- a) Each person who acts as a Director or Officer of the Corporation shall be indemnified by the Corporation against expenses actually incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of his/her being or having been a Director or Officer of the Corporation, except in relation to such matter as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Corporation in settlement of an action, suit, or proceeding based on gross negligence or willful misconduct in the performance of his/her duties.
- b) The right of indemnification provided herein shall apply to each Director and Officer referred to in (a) whether or not he/she is such Director at the time such costs or expenses are imposed or incurred, and in the event of his/her death shall extend to his/her legal representatives.

Section 2 Any questions as to the meaning for proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.

Section 3 These By-Laws may be amended by a majority vote of the Class A Members in attendance at any meeting of the Corporation, provided at least fifteen days notice of such amendment by mail shall be given to each Member.

Section 4 All rules and By-Laws pertaining to the operation of the Corporation will confirm to all safety, health and other statutory requirements of the Town, State, and Federal Governments.