

Russell Mill Swim & Tennis Club By-Laws

Effective __October 19, 2014_____

Article 1: Governance

Section 1.0 Name

The name of the organization shall be Russell Mill Swim and Tennis Club, Inc. (RMSTC), a non-profit corporation organized under the general laws of the Commonwealth of Massachusetts.

Section 1.1 Objectives and Philosophy

The objectives of the RMSTC are to encourage and promote family oriented sports and social activities.

Section 1.2 Governing Regulations

1. All rules and by-laws pertaining to the operation of the corporation will conform to all safety, health, and other statutory requirements of the Town, State and Federal Government.
2. RMSTC shall not adopt policies or By Laws that conflict with any local, state, or federal laws which apply to nonprofit organizations as defined in Section 501(c)(7) of the Internal Revenue Code and the relevant regulations of the Massachusetts Department of Revenue (and any laws that may hereafter succeed to and replace said code sections), as existing on the date hereof or as may hereafter be amended.
3. The Board of Directors shall determine any question as to the meaning for proper interpretation of any of the provisions of these by-laws. Such determination may be overruled by a majority of bonded members at a general membership meeting.

Section 1.3 Indemnifications

1. 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 matters 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. The Board of Directors shall set a limit to the amount of indemnification and provide a mechanism to indemnify the Corporation's Directors.
2. The right of indemnification provided herein shall inure to each director and officer referred to in (a) whether or not he/she is such Director or Officer at the time such costs or expenses are imposed or incurred, and (b) in the event of his/her death shall extend to his legal representatives.

Section 1.4 Non-discrimination

Russell Mill is committed to equal opportunity for all members and applicants. RMSTC will not discriminate against members or applicants for membership on any legally recognized basis including, but not limited to, race, religion, sex, national origin, age, physical or mental disability or any other protected class under federal, state or local law.

Article 2: Membership

Section 2.0 Membership Year

The membership year shall run from April 16 until April 15 of the following year.

Section 2.1 Definitions

1. Seasonal Membership- A membership unit valid for the entire membership year.
2. Single- An individual at least 12 years of age, as of April 16.
3. Family- A head of household, domestic partner and dependents living at a single residence.
4. Age- The age of the individual at the start of the membership year.
5. Bond Owning- A membership unit that has purchased a bond of the Corporation.
6. Active- A membership unit that is current in its financial obligations to the Corporation and is not Inactive.
7. Inactive- A bond owning membership unit which has been granted a temporary suspension of dues and has relinquished all privileges to use the facilities of the Corporation.
8. Honorary Membership- A single membership unit carrying no financial obligations to the corporation.
9. Single Sustaining - A membership for a single person whereby the participant has been a bonded member of RMSTC for 15 contiguous years.
10. Family Sustaining - A membership for a family whereby the participant has been a bonded member of RMSTC for 15 contiguous years and the oldest child is over 18.
11. Team Membership - A specific membership provided to individuals under the age of 18 for participation in the swim, dive and tennis team functions (practice and meets). Team membership does not confer right to facilities outside of team events and practices.
12. August - A membership unit authorized for those on the RMSTC wait list from August 1st until the Season Closure as defined in the member handbook.

Section 2.2 Membership Units

The RMSTC membership shall consist of the following units:

1. Bond owning family membership
2. Bond owning single membership
3. Seasonal family membership
4. Seasonal single membership
5. Honorary membership
6. Sustaining Family membership
7. Sustaining Single membership
8. August membership
9. Team Membership

Section 2.3 Applications

A prospective member desiring a Membership must deliver to the Treasurer a completed Application and payment for the required application fee due.

Section 2.4 Waiting List

The Board of Directors shall maintain a waiting list of approved applicants. Once the maximum membership set by the Board of Directors for a given membership year has been attained, applicants will be appended to the Waiting List based on seniority of application. An opening in the membership shall be filled by seniority on said waiting list. Applicants may defer invitation to join up to two times. If the third invitation is declined, the applicant will be

removed from the waiting list and must re-apply the following year. The Board of Directors may override removal with a simple majority vote.

Section 2.5 Rights and Privileges

1. Single memberships units shall have the same right and privileges as those accorded family memberships.
2. Only bond owning members age eighteen (18) and over, whether active or inactive, shall have voting rights in the business affairs of the Corporation. Each legal-aged bond owning membership unit is entitled to one (1) vote.
3. Only active bond owning members (as defined in Section 2.15 & 6) shall be eligible to hold a position on the Board of Directors.
4. Seasonal members shall be eligible to hold a position on any committee.
5. Active membership units shall have the right and privileges as set in the member handbook.

Section 2.6 Inactive Status

Any membership unit may request and, upon approval of the Board of Directors, be placed upon inactive status. Seasonal Memberships may be placed on inactive status for no more than a single year. Bonded Memberships issued after Dec 31st, 2014 may be placed on Inactive Status for no more than five years. A membership unit may petition for an extension to these limits to the BOD who may approve such extension.

Section 2.7 Honorary Members

1. The Board of Directors at a general membership meeting may propose for election, the name of any person who may have rendered the club important services or benefits, or whom for any reason they see fit to honor.
2. The election of honorary members shall be by vote and four-fifths of the whole number of votes cast shall be necessary to elect.
3. Honorary members, unless bonded, shall be accorded the privilege of attending all membership meetings in a non-voting capacity.
4. The Board of Directors reserves the right to terminate honorary membership privileges based on a change in status of the member: to include but not be limited to: moves out of town, remarries, becomes inactive, etc.

Section 2.8 Claims

The Corporation assumes no responsibility, and members and their guests can have no claim against the Corporation for any accident or injury to any person or their property.

Section 2.9 Suspension

Any member may, for just cause and after the opportunity of a hearing, be suspended for a period not to exceed three months by a minimum two thirds vote of the Board of Directors, or expelled by a unanimous vote of the Board of Directors. Expulsion shall include termination of the membership unit. Cause for suspension or expulsion shall consist of violation of these bylaws, the rules of the Corporation, policies of the member Handbook, detrimental or illegal conduct or violation of Section 6.7. Suspension or expulsion under this section does not entitle member to refund of membership dues, activity fees, or any other payments made to RMSTC.

Section 2.10 Termination

The membership of each member will terminate upon the member's resignation or expulsion. Unless otherwise determined by the Board of Directors, each member's membership will immediately terminate if the membership

dues have not been paid within 90 days of the due date. Memberships that have exceeded the maximum time allowed for Inactive Status will be terminated at the discretion of the BOD. If the number of bonded membership units on inactive status equals or exceeds the number of units required for a quorum, the BOD may terminate the membership units which have been on inactive status for the longest period of time until the units on inactive status no longer constitute a potential quorum.

Terminated members, except in the case of expulsion, may re-apply for membership the following year.

Article 3: Management

Section 3.0 Board of Directors

The Board of Directors shall consist of at least five (5) and no more than eleven (11) members. Directors shall serve for one (1) year commencing on November 15th.

Section 3.1 Nominating Process

By June 1st of each year, the president shall appoint a Nominating Committee, consisting of no less than three bonded members, at least one of which shall not be a current year member of the Board of Directors.

The Nominating Committee shall follow the guidelines in the "Russell Mill Election Procedures" published by the Board of Directors.

Section 3.2 Election of Directors

Election of Directors shall be held at the Annual Fall Membership Meeting. The meeting notice shall include the names of nominated candidates.

A quorum is required to hold elections. Additional nominations (seconded) may come from the floor.

Section 3.3 Unexpired Term

In the event any Director fails or ceases to serve prior to the expiration of his term, and such termination reduces the number of Directors to less than the number required by these By Laws, the directors shall immediately appoint a replacement from the eligible membership to serve only until such time as the next general membership meeting. At that time, the membership shall elect a replacement to serve for the duration of the unexpired term.

Section 3.4 Removal of Directors

Any Director of the Board of Directors may be removed from office by a two-thirds majority vote of the membership present and voting at any general membership meeting called for that purpose.

To call a general membership meeting for the purpose of removing a Director, any bonded member may submit a petition by presenting said petition to the Clerk or any other BOD member providing they have solicited a minimum of 20 bonded membership units or two-thirds of the current Board of Directors to the petition. Upon receipt of a valid petition, the BOD will schedule a general membership meeting for the purpose of voting on the removal.

The BOD, at a regularly scheduled meeting may remove any Director with a two-thirds majority if that Director has missed more than three regularly scheduled meetings.

Section 3.5 Directors Compensation

Members of the Board of Directors shall be entitled to recommend compensation for their services as Directors. Recommendations shall be in keeping with the non-profit limitations and requirements of the Corporation. Any compensation must be listed as one or more line items in the annual budget, and approved by the membership.

Section 3.6 Board of Directors General Responsibilities

1. Transact all Corporation business and make and amend the Rules of the Corporation.
2. Appoint and remove agents or employees as necessary, and fix their duties.
3. Approve proposed membership applications.
4. Fix and impose penalties for violations of these by-laws and Rules of the Corporation.
5. Establish policy and programs pertinent to the Corporation, and the use of Corporation property.
6. Prepare the annual budget.
7. Call general and special meetings of the Corporation
8. Designate the 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 obligations of the Corporation shall be executed.
9. Elect from the Board of Directors the Officers as defined in Article 4.

Section 3.7 Board of Directors General Authority and Limitations

The Board of Directors receives its authority from these by-laws and as directed by the general membership. Only a majority of all the members of the Board of Directors may commit the Corporation to any agreement. However, the following specific limitations shall apply:

1. The Board of Directors may not borrow or pledge the credit of the Corporation or expend in excess of 10% of the approved budget without approval of the membership.
2. The Board of Directors may not sell or otherwise dispose of any fixed assets of the Corporation valued in excess of \$1000.00 without approval of the membership.
3. The aggregate bond principal must be maintained in liquid assets.
4. A vote to borrow, pledge, or otherwise dispose of the aggregate bond principal, except for the redemption of bonds (as defined in Section 6.10), may only occur at a membership meeting called for that purpose. Approval will require a four-fifths majority vote. This by-law is not intended to restrict the Board of Directors from its normal managing and investing the aggregate bond principal.

Section 3.8 Committees

The following are the responsibilities of the permanent Standing Committees or the Board of Directors:

Finance

1. Recommend Annual Dues, Fees and Assessments.
2. Fund Raising.
3. Recruiting.
4. Publicity

Planning

1. Identify and prioritize the goals of the Corporation.
2. Recommend improvements and expansion to the facility.
3. Review annually the Corporation's operations and management and determine the effectiveness thereof.

4. Annually update the long term financial planning to achieve the goals of the Corporation.

Rules and Regulations

1. Review annually the Member Handbook, and other documents published or maintained by the Corporation and determine the adequacy of same as needed.
2. Draft and recommend any changes to such documents.
3. Investigate and document membership violations pertaining to a hearing for Suspension.

Social and Activities

1. Organize a Calendar of Events for each Membership year.
2. Develop projected budget a for activities Calendar
3. Solicit input from the Membership on activities and interest in possible events
4. Ensure Activities are promoted to the membership
5. Manage the recruitment of volunteers for Social events.

The Board of Directors, as deemed necessary, may appoint additional committees to serve Club-related purposes. A committee shall terminate and cease to operate when the committee's purpose has been achieved or completed. Committees must have at least one member from the Board of Directors.

Section 3.9 Quorum and Voting

A majority of the elected directors shall be considered necessary to constitute a quorum for the transaction of business. Every act of the Board of Directors at which a quorum was present, shall be regarded as the act and approval of the Board of Directors by majority vote, unless a greater number is required by law, the Articles of Incorporation, or these Bylaws. Each Director present shall be entitled to one (1) vote.

Article 4: Officers

Section 4.0 Term of Office

Officers shall serve for a term of one (1) nominal year, commencing on the date of the first meeting of the Board of Directors after November 15th at which Officers are elected.

Section 4.1 Elections

Sitting Board of Directors, having previously served at least one full year on the board, are eligible for election to an Officer position. The election of Officers shall take place at the first regularly scheduled Board of Directors meeting following the commencement of the term on November 15th. All officer positions will be elected and incumbents can stand for re-election.

Section 4.2 Unexpired Term

In the event any officer fails or ceases to serve prior to the expiration of his term, the directors shall immediately appoint a replacement from the eligible membership to serve for the duration of the unexpired term.

Section 4.3 Duties and Responsibilities

The officers of the Corporation and their duties and responsibilities are as hereafter set forth:

President - The President shall preside at all meetings of the Corporation. The President shall hire, subsequent to approval of the directors, the general manager, and delegate to the manager such duties and responsibilities for the operation of the facilities in accordance with Massachusetts regulations and other duties as listed in the approved job description. Subject to approval by the board, the President shall implement the resolutions of all operational committees. The President is an ex-officio voting member of the Rules and Regulations committee.

Vice President - The Vice-President, in the absence or disability of the President shall act in his stead. The Vice-President as a representative of the President is an ex-officio voting member of the Planning committee.

Clerk - The clerk shall keep the corporate minutes and other records in accordance with the laws of the commonwealth. The clerk shall send out notices of the meetings of the Corporation and maintain an up to date list of the members and their addresses, phone numbers, and email addresses. The clerk shall be responsible for member correspondence and communication channels including all electronic, web, physical including the oversight of the Club email, websites, social media and other accounts as necessary.

Treasurer - 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. He/she shall ensure that funds of the Corporation are deposited in the name of the Corporation as may be designated by the board. The treasurer shall be an ex-officio member of the finance committee.

Social Director – The Social Director is an ex-officio chair of the Social and Activities Committee. The Social Director will be responsible for recruiting volunteers for the committee, scheduling meetings of the committee and reporting to the BOD on the committee actions.

Article 5: Meetings

Section 5.0 Board of Directors Meetings

The Board of Directors shall meet at least six (6) times annually and at such other times and intervals as deemed necessary. Meetings of the Board of Directors may be called by the President or shall be called by the Clerk upon request of two members of the board. Notice of Board of Directors meetings shall be made to each Director at least five days prior to the date of the meeting.

Section 5.1 Emergency Board of Directors Meetings

An Officer of the BOD may call an Emergency Meeting with at least one day's notice to the other Directors and transact business with the added requirement that all actions must be unanimous.

Section 5.2 General Membership Meetings

There shall be two (2) general membership meetings of the Corporation, to be held in spring and fall. The time and place of meetings shall be determined by the Board of Directors. These meetings shall be held for the following purposes, as well as for the transaction of such other business as may be indicated in the notice or may be brought before it.

1. The spring meeting shall be for the purpose of presenting the previous year financial reports and approving the current fiscal year budget.
2. The fall meeting shall be for the purpose of electing officers and presenting year to date fiscal reports and projections for the following year.

Section 5.3 Notice of General Membership Meetings

The notice of General Membership meetings shall be given by the clerk to the general membership at least fifteen (15) days prior thereto. Whenever notice is required, the mailing of such notices to the last known address of the member shall constitute notice. Board of Directors may use electronic means to provide notice of meetings to include: web site and email.

Section 5.4 Agenda for General Membership Meetings

The agenda for all General Membership meetings shall be established by the Board of Directors and listed in the notice of the meeting. Ten bond owning members may, however, insert an article on the agenda by petitioning the Board of Directors prior to mailing of said notice or within seven (7) days of the notice. Petitions must be submitted in writing to PO Box 13, Chelmsford, MA 01824 and signed by all ten petitioners. Changes to the agenda made through petition after the initial notice will be re-issued five (5) days prior to the General Membership Meeting.

Section 5.5 Special Membership Meetings

Special meetings of the corporation may be called by the Board of Directors or upon written request of ten bond owning members. The request by the members must include the purpose of the meeting. Petitions must be submitted in writing to PO Box 13, Chelmsford, Ma 01824 and signed by all ten petitioners. Such meetings shall be held within fifteen (15) days of notification to the Clerk.

Section 5.6 Emergency Membership Meetings

Emergency Special meetings of the Corporation shall be held with a minimum of five (5) days notice to the membership. The notice shall state the purpose of the meeting, and no other business shall be transacted thereat.

Section 5.7 Proxies for Membership Meetings

Any bonded member of legal age may designate another legal-age bonded member to act as their proxy for the purpose of voting in meetings. The Principal must obtain a proxy form from the BOD to sign and the proxy member must present the form to the Clerk at the meeting during which quorum is to be established and voting to be performed.

Prior to voting, the Clerk will announce which Principals have designated a Proxy. Any Principal present at the meeting may rescind and nullify the Proxy.

Section 5.8 Quorum for Membership Meetings

A quorum shall consist of not less than ten percent (10%) of the bond holding membership units including proxy membership.

No voting or business transactions may occur at a membership meeting failing to reach a quorum. If no quorum is present, an adjournment shall be taken to a date not fewer than ten (10) or more than thirty (30) days thereafter, and the Members present at any such later meeting shall constitute a quorum, regardless of the number of Members present. The same notice shall be given for the later meeting as is prescribed in these Bylaws for the original meeting.

Section 5.9 Minutes of Membership Meeting

The Clerk shall make minutes of General Membership meetings available to the membership.

Article 6: Financial

Section 6.0 Tax and Accounting Fiscal Period

The Corporation shall have a fiscal period for tax and accounting purposes commencing on the first day of January in each year.

Section 6.1 Financial Reports

The treasurer shall prepare annual financial reports showing the income and disbursements of the Corporation. All financial books and records of the corporation shall be made available to any bonded member within 10 days upon receipt of written request.

Section 6.2 Annual Dues and Fees

Annual dues and fees shall be established by the annual budget. Dues will be at least sufficient to provide for the necessary operating expenses of the Corporation and the proper maintenance and improvement of its property and expansion of swim and tennis activities.

Late Fees, Enrollment Fees or other Fees as deemed necessary to cover other member actions and activities with the Club will be set by the Board of Directors and detailed in the Member Handbook.

Section 6.3 Assessments

No other assessment shall be levied except by a two-thirds vote of the membership present and voting at a membership meeting, and then only when the meeting notice has stated this assessment as part of the agenda.

Section 6.4 Refunds

Neither dues nor part thereof shall be refunded in the event that facility operations are suspended for any period.

Section 6.5 Charges and Liabilities

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

Section 6.6 Member Payments

Members shall be responsible for the payment of all charges or liabilities that may be imposed upon 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 guests introduced by them. Payment is due in upon receipt except when such liabilities and charges specify a payment due date by the treasurer.

Section 6.7 Failure to Pay

Members, who have payments in arrears may not use the facilities of the Corporation until all balances due have been paid in full.

Section 6.8 Membership Identification

The Board of Directors will establish a policy and processes that will be documented in the Member's Handbook, by which members can be identified and access to the facilities of the corporation can be controlled.

Section 6.9 Corporate Bonds

Shares in the Corporation (Bonds) will be sold for an amount to be determined by the Board of Directors at times deemed to be advisable for the best interest of the Corporation.

Section 6.10 Redemption of Bonds

The bond of any member, whose membership shall cease or be terminated, shall be endorsed and presented to the Corporation at its business address for redemption. Within 21 days of receipt, the Corporation must pay the member the bond principal less any amount due the Corporation by the member.

1. In the event the Corporation is unable to obtain possession of the bond, the bond may be cancelled on the Corporation books ten days after notice to the bondholder has been sent by registered mail.
2. In order to enforce forfeiture of membership, neither the delivery of the bond, nor the signature of the holder is requisite to perfect the transfer. The Treasurer may for such purposes act as the holder's attorney and affect such transfer.
3. In the event the member is unable to endorse and present the bond for redemption to the Corporation, the member must submit in writing to the Corporation at its business address a notice of termination of membership and demand for redemption of bond principal (Notice) stating the member is unable to locate and obtain possession of the bond. Within 21 days of receipt of the Notice from the member, the Corporation must cancel the bond on the Corporations books and pay the member the bond principal less any amount due the Corporation by the member.

Section 6.11 Bond Transfer and Sales

Except where outlined in this provision, bonds shall not be sold, transferred, loaned, rented or otherwise assigned.

1. Bond owning members may transfer their bond to a designated relative by submitting a letter of transfer to the Treasurer, Submitting the Bond for Redemption as set forth in section 6, and a fee for the amount, if any, representing the net difference between the current bond fee and the value of the bond being transferred. The relative will receive a new bond issue.
2. In the event that a membership household becomes legally separated, the parties have ninety (90) days to notify the RMSTC as to who is the assignee of any bond. RMSTC will redeem and reissue the bond under the new owner at the grand-fathered face value. The other person may purchase a new bond as desired at the current face value.
3. Upon the death of a member, the bond shall automatically transfer to his or her surviving spouse or designated inheritor. The spouse or inheritor have ninety (90) days to inform RMSTC of name and ownership changes otherwise the membership will be considered terminated and any bond will be Redeemed.

Article 7: Dissolution

Section 7.0 Vote to Dissolve

If deemed advisable by a three-quarters vote of the membership present and voting at a membership meeting, where notice of possible dissolution has been made at least thirty days prior to said meeting, the Corporation may be dissolved pursuant to the applicable provisions of the Corporations laws of the Commonwealth of Massachusetts. Notice of meeting to vote on dissolution must be sent by certified mail, with return receipt requested, at least 30 days prior to the meeting.

Section 7.1 Disposal of Assets

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation. If there be money or property remaining after satisfaction of all corporate debts, including all bonds of the Corporation, such excess money and property shall be distributed to the bond owning members as of the date of dissolution.

Section 7.2 Bond Owning Members

Bond owning members in section 7.1 shall be defined as members who have fully paid bonds. A bond-owning member who has requested (in writing) to be placed on the resignation list, and has therefore forfeited membership in the corporation shall not be considered a bond-owning member.

Article 8: Amendments

Section 8.0 Revisions of By-Laws

- These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of the membership (Provided notice of the proposed change is given at least 15 days prior to such meeting) by a two-thirds vote of the membership present and voting.
- Changes may be proposed by the Board of Directors or by a petition of ten bond owning members.
- The Board of Directors shall appoint a committee to review these bylaws every five (5) years or sooner as may be necessary.