

The Windsor Club By-Laws



As Adopted At The Annual Meeting — March 4, 1993

As Amended By Special Meeting — January 27, 1994

As Further Amended by Annual Meeting — March 1, 1997

As Amended by Annual Meeting — March 13, 1999

As Amended by Annual Meeting — April 5, 2003

As Amended by Annual Meeting — April 3, 2004

As Amended by Annual Meeting — April 9, 2005

As Amended by Annual Meeting — March 15, 2008

ARTICLE I

NAME AND PURPOSE

Section 1 Name

The name of the Corporation shall be THE WINDSOR CLUB.

Section 2 Purpose

The Windsor Club is incorporated in the Village of Waban, City of Newton in the Commonwealth of Massachusetts, for the purpose of the establishment and maintenance of a neighborhood organization dedicated to fostering a spirit of community, camaraderie and neighborliness by providing a gathering place for a variety of social, cultural, civic and athletic activities for its members. The activities of the Club are made possible through the commitment and common labors and efforts of its members.

Section 3 Seal

The seal of the Club shall be circular in form and shall be as determined by the Board of Governors provided that in the margin thereof there shall be the words and figures, "THE WINDSOR CLUB, Incorporated 1916."

Section 4 Construction

These are the By-Laws of The Windsor Club. To the extent possible, each provision is to be read in context and as consistent with all other provisions. The Board of Governors is the final arbiter of the construction to be given to the By-Laws. The opinion of the Board of Governors as to the meaning of any By-Law shall be conclusive and binding.

Section 5 Fiscal Year

The fiscal year of the Club shall begin on the first day of February and shall end on the thirty-first day of the following January.

ARTICLE II

GOVERNANCE

Section 1 Management

Except as otherwise expressly provided herein, the entire management and control of the property and affairs of this Corporation shall be vested in the Board of Governors, who shall have all the powers which the Corporation possesses not incompatible with the provisions of these By-Laws and the laws of the Commonwealth of Massachusetts.

Section 2 Officers

The officers of the Club shall be comprised of a President, Vice President, Treasurer and Secretary. Each officer shall be elected by the members and shall thereafter hold office for the term of two years and until a successor is duly chosen, subject, however, to removal as herein provided. The President may not succeed himself in office.

Section 3 Board of Governors – Composition

- a. The Board of Governors shall consist of the Officers and nine additional members. The nine additional members shall be elected by the members for terms of two years.
- b. The terms of four of those eight additional members shall expire each year. At each Annual Meeting, four members shall be elected to replace those four members whose terms expire.

Section 4
Board of Governors – Powers

- a. The Board of Governors shall have general charge, management and control of the conduct, affairs, funds and property of the Club and shall exercise all powers and authority necessary to such purposes, subject to these By-Laws, the laws of the Commonwealth of Massachusetts and the votes of the membership of the Club. For purposes of these By-Laws, any reference to the “Board of Directors” in Massachusetts General Laws Chapter 180 shall be deemed to refer to the Board of Governors.
- b. Six members of the Board of Governors present shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is present at any meeting, a majority of the Board members then present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization, or these By-Laws.
- c. The Board shall control the fiscal and financial affairs of the Club. It may authorize the employment and direct the supervision of such persons as it shall deem expedient. The Board of Governors shall authorize all such contracts, purchases and payments as it shall deem necessary or proper for the ordinary maintenance and expenses of the Club. The Board shall have no power to render the Club liable for any unusual debt or expense beyond the amount of money which shall be in or available to the Treasury within the time required and not estimated by the Board to be necessary to meet prior liabilities or ordinary expenses of the Club payable in the current year, unless specifically authorized by a majority of those voting members in attendance at an Annual or Special Meeting held in accordance with Article IV.
- d. The Board may establish from time to time such policies, rules and regulations governing the affairs of the Club, the conduct of all persons on the Club property, and the use of any Club property, as it may deem expedient and as may not be inconsistent with the By-Laws. The Board may fix the terms and conditions upon which members, and also, if it sees fit, the public, may be admitted to the Club property or any part or parts thereof upon any occasions.
- e. The Board shall have power to appoint any subcommittee which it may deem necessary and to abolish or discharge the same or remove any member thereof.
- f. By a two-thirds vote, the full Board may remove either the President, Vice President, Treasurer, Secretary or any one of its members.

Section 5
President and Vice President

- a. The President shall serve as the Chairperson of the Board of Governors and as the chief operating officer of the Club. The President shall preside at all meetings of the Club and of the Board of Governors at which he is present and shall attend to such other duties as appertain to his office and as are prescribed by these By-Laws. The President serves as an ex officio member of all special and standing committees established pursuant to Section 8 of this Article.
- b. In case of the absence or incapacity of the President to act, the Vice-President shall have and exercise the powers of President.
- c. Any meeting of the Club or Board of Governors at which neither President nor Vice-President is present may choose its presiding officer.
- d. In the case of a vacancy in the office of the President or Vice President, the Board shall appoint or otherwise cause an election for the selection of a successor who shall hold office for the remainder of the unexpired term.

Section 6
Treasurer

- a. The Treasurer shall review the accounts of the Club and ensure all necessary tax returns are filed. The Treasurer is authorized to make payment of those expenditures in consonance with budgets or other guidelines which have been previously approved by the Board or otherwise specifically upon orders approved in writing by the President, Vice President or by the Board.
- b. The Treasurer shall ensure that full and accurate accounts of all financial transactions of the Club are kept in books used for no other purpose and shall keep the same open for lawful inspection by Club members at reasonable times. The Treasurer shall render a statement of the accounts at each Annual Meeting of the Club and to the Board of Governors whenever requested. The Treasurer’s accounts shall be annually audited by two competent and disinterested persons or by a public accountant appointed by the Board of Governors.
- c. Club funds retained in bank accounts or investment accounts shall be registered in the name of the Club with the President and Vice President and Treasurer as signatories thereon.
- d. There shall be remitted to the Treasurer the regular dues and 50% of any Tennis Membership and 50% of any Pool Membership dues or fees (or the equivalent) covering the period in which that person serves in that office.

**Section 7
Secretary**

- a. The Secretary, who shall be sworn to the faithful performance of his duties, shall keep a record of all meetings of the Club and the Board, and be in charge of those and all other files and records of the Club not pertaining to the Treasurer's office and financial matters. He shall notify persons elected to membership of their election and shall keep a correct list of members. He shall promptly notify the Treasurer of the names of all persons elected to membership and shall perform such other duties as shall be assigned to him by the Board, the President, or Vice President.

**Section 8
Standing Committees**

- a. With the exception of the Pool Committee, from time to time, Standing Committees and such other Committees and Department Heads as shall be deemed advisable, shall be appointed by the Board of Governors, or by the President if the Board shall so specify. The members of all Committees shall serve until their successors are appointed.
- b. Effective March 1, 1994, the Pool Committee shall consist of six (6) members who shall serve for terms of two years. The Pool Committee shall be drawn from those members of the Club who have the privilege to use the pool. The Pool Committee shall be nominated and elected in accordance with this Section 8(b) and Article III of the By-Laws.

ARTICLE III

NOMINATIONS AND ELECTIONS

**Section 1
Nominating Committee**

- a. A Nominating Committee, consisting of a total of five members, shall be constituted every two years following election of the President and shall serve until its successors have been duly appointed. One member of the Committee shall be the immediately preceding President or, if he or she is unable or unwilling to serve, a substitute designated by the Board of Governors. One member each shall be designated by the Tennis Committee and by the Pool Committee or, if either group fails to act for any reason, a substitute shall be designated by the Board of Governors. The remaining two members of the Committee shall be designated by the Board of Governors. The immediately preceding President shall serve as Chairperson of the Nominating Committee, or if he declines so to serve, the Nominating Committee shall elect its own Chairperson from among its members.

- b. All designations of Nominating Committee members shall be delivered to the Secretary no later than the 30th day of November of each Year. The Secretary shall forthwith publish the identity of Committee members to the Club membership by posting in the Club House together with a solicitation for suggestions from the membership as to suitable candidates for nomination as an Officer or other Board member of the Club.
- c. The Nominating Committee shall prepare a slate of candidates for election to the vacancies then occurring on the Board of Governors and among the Club Officers enumerated in Section 2 of Article II. In preparing the slate, the Committee is charged with responsibility for considering (1) continuity of leadership, (2) providing nominees who recognize the responsibilities of Board membership, and (3) providing for a Board that is broadly representative of the Club membership. The Nominating Committee shall include in its slate at least one candidate for the Board of Governors from the Pool Committee as required in Article II, Section 3.
- d. The Nominating Committee shall deliver its slate of candidates to the Secretary no later than forty-five days in advance of the Annual Meeting. At least thirty days in advance of the annual meeting, the Secretary shall distribute a copy of the slate prepared by the Nominating Committee along with the Notice of the Annual Meeting to the Club members. The Notice shall state that any Club member may nominate another candidate for Officer or Board membership, provided that the nomination is in writing, signed by the nominee, submitted to the Secretary not later than two weeks before the Annual Meeting, and reflects the Board composition required in these By-Laws.
- e. The Secretary shall post a copy of the Nominating Committee ballot and any additional candidates nominated by members in the Club House no later than seven days in advance of the Annual Meeting.
- f. Substantial compliance with the deadlines specified herein shall satisfy the requirements of these By-Laws.
- g. In the case of temporary absence or incapacity, the Board may appoint an officer or Board member pro tem. In the case of a vacancy, the Board shall appoint or otherwise cause an election for the selection of a successor who shall hold office for the remainder of the unexpired term.

**Section 2
Election**

The candidates so nominated in accordance with Section 1 shall be voted upon at the Annual Meeting in accordance with Article IV. Each member qualified to vote shall be entitled to cast one vote for each vacancy. The voting for contested positions, if any, shall take place by written ballot.

ARTICLE IV

MEETINGS

Section 1 Annual Meeting

- a. There shall be an Annual Meeting of the Club held in the Club House in March or April of each year on such date and at such hour as the Board may direct.
- b. At the Annual Meeting there shall be held the election of officers and other members of the Board of Governors whose terms have expired or whose offices are vacant and the transaction of any business not inconsistent with these By-Laws whether mentioned or not in the Notice of Annual Meeting.

Section 2 Special Meetings

The Secretary shall call a special meeting of the Club whenever requested so to do by the President, no fewer than four members of the Board of Governors, or upon the written request of no fewer than ten members of the Club.

Section 3 Notice of Meeting

At least seven days' written or printed notice of all Club meetings shall be sent by the Secretary by mail to every voting member, such notice to state the place, day and hour thereof and the purpose of which such meeting is called, and he shall post a copy of such notice in the Club House.

Section 4 Quorum and Voting

Twenty-five members who are present and qualified to vote shall constitute a quorum for the transaction of business at all meetings of the Club. Voting by proxy shall not be allowed at any meeting of the Club except that in matters in which the Laws of the Commonwealth of Massachusetts require a two-thirds vote of the entire membership voting by proxy shall be permitted.

ARTICLE V

MEMBERSHIP

Section 1 Membership

- a. Membership may be held individually, by a qualifying adult of not less than twenty-one years of age, by a family, or by a household of no more than two unrelated adults and their children, if any. Subject to the provisions of Section 5, once granted, membership shall continue, subject to annual renewal, for such time as the member remains in good standing, irrespective of the member's removal from the Waban community.

- b. Acceptance of membership constitutes agreement to adhere to the provisions and spirit of these By-Laws, as they may be amended from time to time, and to all rules and regulations duly promulgated by the Board of Governors.

Section 2 Qualifications for Admission to Membership

- a. Without regard to race, creed, gender, national origin, membership may be extended to those of good character who are residents of Waban. As the Club is principally a community organization, membership may be extended to applicants from outside of Waban only where they demonstrate some particular commitment to or affiliation with the Waban community.
- b. Memberships shall be limited to such number as the Board of Governors, from time to time, in their discretion, may establish.

Section 3 Admission to Membership

- a. Admission to membership shall be by election by the Board of Governors. No applicant shall be admitted against whose admission the votes of the majority of the Board of Governors shall be cast.
- b. In its discretion, the Board of Governors may specify procedures governing the admission of new members, including the approval of any or all candidates by a Committee of Admissions

Section 4 Membership Proposals

Candidates for admission shall submit a completed application, along with an initiation fee, to the Club Secretary or the Secretary's designee. Candidates for admission to membership shall submit their names, dates of birth, place of residence, and their professions or occupations and such statement of qualifications as shall be proper. Candidates for admission shall meet with the Membership Committee or its designees prior to the Membership Committee's motion to the Board with respect to the candidate's application.

Section 5 Provisional Membership

- a. The New Members Open House, a social event, is a tradition of the Windsor Club to introduce old and new members to one another, and to foster a sense of community and volunteerism within the Club.
- b. Admission to full membership shall be contingent upon at least one adult member of the family or household participating in the New Members' Open House within one year of notification by the Secretary of admission to membership.

- c. Initial extension of membership shall be provisional, pending the new members' submission of a statement to the Board of Governors setting forth satisfactory evidence that the new member has engaged in meaningful participation in the New Members' Open House and participation on a committee or in an event (or other activity). Failure of the new member to provide and the Board of Governors to formally accept such evidence of participation in the New Members Open House within two years of notice of acceptance to membership shall result in automatic termination of membership.

The Board of Governors may, in its discretion, promulgate rules and procedures further governing compliance with this provision of the By-Laws.

Section 6

Membership Privileges

- a. Full membership privileges shall be exercisable by each elected adult individual or adult member of the same family or household. Special privileges may be granted by the Board of Governors to others residing within the same household as the Club member.
- b. Each membership shall be entitled to one vote at any Club Annual Meeting or Special Meeting.

Section 7

Corporate Membership

The Board of Governors may, at its discretion, elect a non-profit organization to Corporate Membership if it believes doing so will be in the interest of the Club and the community. The privileges (including voting rights) and obligations of membership and the dues shall be determined by the Board of Governors. The election and the privileges, obligations and dues shall be subject to annual review.

Section 8

Withdrawal of Membership

Any member or corporate member may withdraw from the Club after full satisfaction of all obligations by giving written notice of the resignation to the Secretary.

Section 9

Suspension or Expulsion of Membership

A member or corporate member may be suspended or expelled by a two-thirds vote of the Board of Governors for conduct injurious to the good order, welfare, interest or character of the Club or for nonfulfillment of Club obligations. The member or corporate member shall be entitled to a hearing before the Board of Governors prior to such suspension or expulsion.

Section 10

Sabbatical Policy

A family or individual Member of the pool or tennis program may request a "Sabbatical" by sending a request to The Windsor Club Board c/o the President on or before the due date for payment of the season's first invoice for dues relating to the program. The Member's name shall be added to, and shall remain on, the appropriate Sabbatical List until the Member either fails to pay any Club dues owed, resigns from the Club, or requests, in writing, to resume active membership in the pool or tennis program. While on Sabbatical leave, the Member shall not be required to pay annual pool or tennis dues, but shall not be entitled to the return of any bond previously paid. Sabbatical List Members are required to remain active members in good standing of the Club.

When a Sabbatical Member requests (in writing to the Club Board c/o the President) to re-activate the Member's pool or tennis membership, that Member's name shall be placed at the top of the waiting list for pool or tennis membership, as the case may be, behind only the names of those Sabbatical Members requesting to reactivate whose names were higher on the Sabbatical List. Sabbatical Members will be entitled to rejoin the pool or tennis programs only as space becomes available to persons on the waiting list, and only upon paying any special assessments that were imposed upon pool or tennis Members since the Member joined the Sabbatical List.

Once a Sabbatical Member has requested to re-activate pool or tennis membership and is offered the opportunity to reactivate membership, if the Sabbatical Member declines to accept, the Member's name shall be placed at the bottom of the waiting list and the Member may not request to be returned to the Sabbatical List until the Member has become an active pool or tennis Member and has paid at least one year's dues.

ARTICLE VI

DUES

Section 1

Regular Dues

The annual dues of a membership shall be set by the Board of Governors.

Section 2

Initiation Fee

Each membership shall pay an initiation fee as determined from time to time by the Board of Governors. Former members re-applying for membership will, upon re-admittance to the Club be subject to this initiation fee unless such a fee was paid by them at the time of their original membership.

**Section 3
Special Dues**

Any member who has paid dues for 20 or more years may have his or her annual Club dues reduced by 25% by submitting a request to the Club Manager. Any member who is over 65 years old may have his or her annual dues waived by submitting a request to the Club Manager.

**Section 4
Activity Fees**

Standing Committees responsible for social and athletic activities will set appropriate fees for those activities subject to approval by the Board of Governors.

**Section 5
Honorary Members**

Honorary Members shall be exempt from dues.

**Section 6
Members on Active Military Duty**

Members on active duty with the Military Forces of the United States in time of War may be exempt from payment of dues for such period and under such conditions as the Board of Governors may designate.

**Section 7
Payment**

- a. All club, pool and tennis dues shall be payable within thirty days from the date of billing, in accordance with the payment schedule determined by the Board of Governors. Any member requiring special consideration must contact the Club in advance of the due date.
- d. Any indebtedness not paid within sixty days from the date of billing shall result in suspension of privileges, posting of the member's name at the Club, and referral of the delinquency to the Board of Governors.

Section 8

- a. The Board of Governors is authorized to use any amount paid as regular dues, initiation fee or special dues under Sections 1, 2 and 3 of this Article:
 - i. for the construction or reconstruction of any social, athletic or sporting facility, or
 - ii. for the construction or reconstruction of any capital addition to, or capital improvement of, any such facility, or

- iii. for furnishings or fixtures (including installation charges) for any such facility, to the extent that such furnishings or fixtures are required, by reason of the construction or reconstruction described in paragraphs (a) or (b), for the use of such facility upon completion of such construction or reconstruction.

- b. The Board of Governors is further authorized to change the amount of regular dues, initiation fees and special dues referred to in this Article VI, Sections 1, 2, and 3, provided that the total amount of said dues and fees and taxes thereon payable by any person shall in no event exceed the total of what said dues and fees and taxes would have been if none of said dues and fees had been used for capital improvements, unless approved by members at an annual or special meeting.

ARTICLE VII

USE OF CLUB HOUSE

Section 1

The Club House and its grounds shall be used principally for the social, civic and athletic activities of the Club.

Section 2

The Board of Governors may to a reasonable extent rent the Club House or grounds or a part of them for private purposes, but such renting shall not prevent any member from using the premises of the Club in any reasonable manner.

Section 3

The Club or its Officers will not be responsible for loss or damage to property of members or others.

Section 4

There shall not be at any time any illegal activity in the Club House nor upon its grounds.

Section 5

Alcoholic liquor shall only be served by the Club in the Club House or on its grounds for events or venues as authorized by the Board of Governors. Those renting the Club's facilities may serve alcohol to their guests only when authorized to do so by the terms of their rental agreement.

ARTICLE VIII

REAL ESTATE

Section 1

Title to the Real Estate of the Club is held by the Trustees under Agreement and Declaration of Trust dated May 8, 1944, recorded at Middlesex Registry, Book 6764, Page 365; Deed Record Book 6764, Page 363.

Section 2

Use of the Club House and of the Real Estate is subject to the terms and conditions of that Agreement and Declaration of Trust.

Section 3

The Board of Governors shall assume responsibility for compliance with such provisions of said Agreement and Declaration of Trust as required action on the part of the Club.

ARTICLE IX

AMENDMENTS

These By-Laws may be amended, altered or repealed at any Annual or Special Meeting by a vote of two-thirds of the members present and voting, provided that in the notice calling the meeting a full and accurate description of the proposed action has been included.

ARTICLE X

INDEMNIFICATION OF GOVERNORS AND OTHERS

Section 1

Definitions

- a. "Director/officer" means any person who is serving or has served as a Director, officer or employee or other agent of the Corporation appointed or elected by the Board of Governors or the members of the Corporation, who is serving or has served at the request of the Corporation as a Director, officer, trustee, principal, partner, member of a committee, employee or other agent of any other organization, or in any capacity with respect to any employee benefit plan of the Corporation or any of its subsidiaries, or any person who is serving or has served as a Director, officer or employee or other agent of the Windsor Club Swimming Association, Inc.
- b. "Proceeding" means any action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened in or before any court, tribunal, administrative or legislative body or agency, and any claim which could be the subject of a Proceeding.

- c. "Expense" means any fine or penalty, and any liability fixed by a judgment, order, decree or award in a Proceeding, any amount reasonably paid in settlement of a Proceeding and any professional fees and other disbursements reasonably incurred in connection with a Proceeding. The term "Expense" shall include any taxes or penalties imposed on a Director/officer with respect to any employee benefit plan of the Corporation or any of its subsidiaries.

Section 2

Right to Indemnification

Except as limited by law or as provided in Sections 3 and 4 of this Article 10, each Director/officer (and his or her heirs and personal representatives) shall be indemnified by the Corporation against any Expense incurred by him in connection with each Proceeding in which he or she is involved as a result of his or her serving or having served as a Director/officer.

Section 3

Indemnification not Available

No indemnification shall be provided to a Director/officer with respect to a Proceeding as to which it shall have been adjudicated that he did not act in good faith in the reasonable belief that his action was in the best interests of the Corporation, or, to the extent that such Proceeding relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

Section 4

Compromise or Settlement

In the event that a Proceeding is compromised or settled so as to impose any liability or obligation on a Director/officer or upon the Corporation, no indemnification shall be provided as to said Director/officer with respect to such Proceeding if such Director/officer shall have been adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, to the extent that such Proceeding relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

Section 5

Advances

The Corporation shall pay sums on account of indemnification in advance of a final disposition of a Proceeding upon receipt of an undertaking by the Director/officer to repay such sums if it is subsequently established that he or she is not entitled to indemnification pursuant to Sections 3 and 4 hereof, which undertaking may be accepted without references to the financial ability of such person to make repayment.

Section 6**Not Exclusive**

Nothing in this Article 10 shall limit any lawful rights to indemnification existing independently of this Article 10.

Section 7**Insurance**

The provisions of this Article 10 shall not limit the power of the Board of Governors to authorize the purchase and maintenance of insurance on behalf of any Director/officer against any expense incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such expense under this Article 10.

Section 8**Amendment**

The provisions of this Article may be amended or repealed by the members; however, no amendment or repeal of such provisions which adversely affects the rights of a Director/officer under this Article with respect to his acts or omissions prior to such amendment or repeal shall apply to him or her without his or her consent. 