

**By-Laws**  
**Of**  
**Edgewood Club, Inc.,**  
**Raynham, MA**  
(October 10, 1961)  
(As revised to August 1983)  
(As revised to January 11, 2008)  
(As revised to August 25, 2016)

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Article I.  
**Name**

The name of the Club shall be-  
**Edgewood Club, Inc.**

Article II.  
**Purpose**

To construct, own and operate a swimming pool and other facilities, as a social and recreational club, chief activity of which is not a service customarily carried on as such as may be incidental or necessary thereto, including the right to own, lease, mortgage or otherwise deal in real estate.

Article III.  
**Government**

Sec. 1 The Club shall be managed by a Board of Governors. The Board of Governors shall consist of at least five (5) bonded members but no more than twenty (20). Elected by the members of the Club, Governors shall be elected to serve for a minimum of one (1) year. In the event fewer than five (5) bonded members agree to serve on the Board of Governors in any year, the responsibilities and authority of the then current Board of Governors shall remain in full force and effect and such Board of Governors shall continue to serve with otherwise no effect or consequence; provided, however, that the Board of Governors shall make reasonable effort in good faith to recruit such additional members to satisfy the above minimum requirement. As long as reasonable effort is made, failure to recruit any or all required additional members to the Board of Governors, shall have no consequence to then current Board of Governors, or daily operations of the Club.

Sec. 2 Any member of the Board of Governors who shall cease to hold active membership in the Club automatically shall cease to be a member of the Board of Governors.

Article IV.  
**Board of Governors**

Sec. 1 Consistent with these by-laws the Board of Governors shall:

- a) Transact all Club business and make and amend rules for regulation of the use of the Club property. It may appoint and remove such agents, servants, or employees as it may deem necessary and may fix their duties and compensation.
- b) Fix, impose, and remit penalties for violations of the by-laws and rules of the Club.
- c) Elect from the Board of Governors a President, Vice-President, Treasurer, and Secretary, all of whom shall serve without compensation.
- d) If necessary, create the offices of an Assistant Secretary and an Assistant Treasurer and appoint one or more persons to such offices.
- e) Constitute and appoint committees and define the powers and duties of the same.
- f) Fill any vacancy in the membership of the Board of Governors to serve until the next annual meeting of the active members.
- g) Designate person or persons to serve in the positions of bookkeeper, managers and employees.

Sec. 2 The Board of Governors shall designate the bank or banks in which the funds shall be deposited. The Board of Governors shall designate those persons who are authorized to sign checks, drafts, and other instruments for the payment of money drawn in the name of the Club.

Sec. 3 The Board of Governors may cause the books of the Club to be audited annually by auditors selected by the Club, and, if done, the report of the auditors shall be available to the members at all times.

Sec. 4 The Board of Governors shall hold meetings as follows.

- a) The Board of Governors shall meet at least four (4) times a year and at such other times and intervals they may deem necessary.
- b) A minimum of 4 members of the Board of Governors shall constitute a quorum. Board members may vote in person or by proxy.

Sec. 5 The President shall not have a vote on the Board of Governors except in the case of a tie.

Sec. 6 Nothing in these by-laws shall be construed to permit the Board of Governors to borrow or pledge the credit of the Club without the specific approval of the membership at a duly held meeting.

Sec. 7 Any member of the Board of Governors may be removed from office by a majority vote of the Board of Governors at any meeting called in accordance with these by-laws.

## Article V Officers

Sec. 1 The officers of the Club shall be a President, Vice-President, Secretary, and Treasurer, and, if deemed necessary by the Board of Governors, an Assistant Treasurer and Assistant Secretary. The President, Vice-President, Secretary, and Treasurer shall be elected annually by the Board of Governors from among its members and shall hold office until the election of new officers at the first meeting of the Board of Governors following the annual meeting of the Club. The Assistant Secretary and the Assistant Treasurer shall be appointed by the Board of Governors and hold office as needed.

Sec. 2 The President shall preside at the meetings of the Club and of the Board of Governors and shall be an administrative officer of the Club. The President shall appoint, subject to confirmation by the Board of

Governors, all standing committees designating the chairman thereof, and all special committees, as may be directed. The President shall be an ex-officio member of all committees and shall be bonded.

Sec. 3 The Vice-President shall preside at meetings in the absence of the President and shall have the duties customarily incident to that office and such other duties as shall be assigned from time to time by the Board of Governors.

Sec. 4 The Secretary shall keep the minutes, send out notices, and conduct correspondence. The Secretary shall perform such other duties pertaining to that office as may be assigned by the Board of Governors.

Sec. 5 The duties of the Treasurer shall be as follows.

- a) The Treasurer along with the bookkeeper, shall attend to keeping the accounts of the Club, collecting its revenue, and paying its bills as approved by the Board of Governors, or other agency authorized by the Board to incur them. The Treasurer shall deposit funds of the Club received, in the name of the Club, in such depository as may be authorized by the Board. The Treasurer shall perform such other duties pertaining to that office as may be assigned by the Board of Governors. The Treasurer shall be bonded.
- b) Bills and statements for guest fees and other incurred charges will be rendered by the Treasurer along with the bookkeeper to the members and will be payable when rendered.

Sec. 6 The Assistant Secretary and Assistant Treasurer shall perform such duties as may be assigned by the Secretary, or Treasurer, respectively, or by the Board of Governors.

## Article VI. **Members**

Sec. 1 Membership in the Club shall consist of family units, single units, junior units and special non-voting units.

Sec. 2 Family Units Classification

- a) The family unit is defined as the follows: One or more persons residing in the same household, regardless of age.
- b) One share may be issued in accordance with Article VII, Section 3 (a) which entitles the family unit to one vote at all meetings called in accordance with these by-laws and full club privileges and responsibilities in accordance with these by-laws and club rules and amendments, or changes as may be made from time to time.
- c) Special members under the classification of family units may be assigned at the discretion of the Board of Governors upon application in writing, subject to such conditions as may be imposed by the Board of Governors.
- d) Seasonal Membership –Such memberships are required to pay annual dues, a one-time Initiation Fee and a non-refundable fee for Seasonal Membership. This membership is not allowed voting privileges but is renewable annually, provided that annual dues and the Seasonal Membership fee is paid each year.

Sec. 3 Single Unit Classification

- a) A Single Unit is defined as follows: An individual at least 18 years of age who wishes to be a member of the club.
- b) One share may be issued in accordance with Article VII, Section 3 (b) which entitles the member to one vote at all meetings called in accordance with these by-laws and full club privileges and responsibilities in accordance with these by-laws and club rules and amendments or changes as may be made from time to time.
- c) The number of single unit memberships as defined in Section 3 (a) may be limited in number at the discretion of the Board of Governors.

Sec. 3A Junior Unit Classification

- a) A junior unit is defined as follows: An individual between 12 and 17 year of age who is sponsored by an adult member. Junior members are non-voting members.

Sec. 3B Special Non-voting Unit Classification (Adopted August 1983)

- a) A special non-voting unit membership is defined as follows: those who have been members in good standing for a period of twenty (20) consecutive years and have served on the Board of Governors for a period of at least three (3) years.
- b) The unit will be effective upon the agreement by the member to forfeit his bond in full. This unit can be deemed active or inactive on an annual basis at the discretion of the member. The special member will be required to pay a yearly maintenance fee equal to 20% of the current year's dues. The maintenance fee will remain constant as long as the member remains in good standing.

Sec. 4 The Board of Governors shall have the power and authority to create additional classes of memberships at their own discretion.

Sec. 5 Membership Resignation

- a) Any member of the Club may withdraw at any time subject to the provisions of ARTICLE VII, and there shall be no refund of the current year's dues.
- b) All resignations must be received in writing by the Secretary before April 1<sup>st</sup> or the member may be held responsible for the dues of the ensuing year.

Sec. 6 Membership Suspension

- a) Any member of any class, may, for cause and after having given an opportunity for a hearing, be suspended for a period of not more than three months by a two-thirds (2/3) vote of the members of the Board of Governors present at any meeting thereof, or expelled by a three-fourths (3/4) vote of the entire membership of the Board. Cause for suspension, or expulsion shall, in general, consist of violation of these by-laws or of the rules of the Club, or of conduct unbecoming of a member.
- b) The Board of Governors may delegate to the Manager or to a responsive employee of the Club, the power to suspend pool privileges for the violation of Club rules and regulations. A written report of such a suspension, containing reasons therefore, shall be submitted for approval to the President within forty-eight (48) hours.

Sec. 7 Rules of Membership

- a) All classes of members of the Club shall be accorded the facilities of the Club subject to the pool rules and regulations as posted and published.

- b) The Board of Governors at its discretion may extend the privileges of the Club to any person or persons, subject to such conditions as may be imposed by the Board of Governors.
- c) The Board of Governors shall by rules fix the terms and conditions upon which guests of members may use the facilities of the Club.
- d) Any property of the Club broken or damaged by a member of any class, or his guest, shall be promptly paid for by such member. No person shall appropriate any property belonging to the Club for personal use.
- e) The Club assumes no responsibility, and members (of any class) or their guests can have no claim against the Club, for the property of members of any class, or any guest, which may be brought into or left in the Club building, or on the grounds.
- f) The Club assumes no responsibility, and members (of any class) or their guests can have no claim against the Club, for any accident or injury to any person or their property.

Sec. 8 The number of membership units of the Club shall be established by the Board of Governors not to exceed a limit of 250.

Sec. 9 Re-election of Membership

- a) The Board of Governors at its discretion may allow a member who has resigned to re-join subject to the membership limitation as set forth in ARTICLE VI., Section 5 without payment of an initiation fee provided such ex-member was in good standing at the time of resignation.

Article VII  
**Dues and Fees**

Sec. 1 Dues and Fees

- a) The Board of Governors shall establish dues for each class of members for the ensuing year.
- b) Dues shall be sufficient to provide for the necessary running expenses of the Club and proper maintenance and improvements of its property and statements shall be rendered by March 1<sup>st</sup> and such dues shall be payable by April 1<sup>st</sup> of each year.
- c) Dues shall not exceed \$800.00 for family memberships or \$400.00 for single or junior memberships unless the by-laws are amended to state new amounts in accordance with Article XI, Sec. 4.
- d) No dues, nor part thereof, shall be refunded in the event the pool operations are required to be suspended for any period.

Sec. 2 Applicants for membership shall be subject to a non-refundable initiation fee of not more than \$50.00, which shall be payable upon filing of the application.

Sec. 3 Membership Bond

- a) Each family unit as defined in ARTICLE VI, Section (2) may purchase one (1) membership share at \$370.00.
- b) Each single unit as defined in ARTICLE VI, Section (3) may purchase one (1) membership share at \$370.00.

Sec. 4 Transferring of Bond

- a) Membership shares shall not be transferable and shall contain an appropriate notation to that effect on the face thereof.
- b) Each membership share shall become null and void upon the date that the holder thereof ceases to be a member for any cause. Except upon the dissolution of the Club, any membership shares purchased and issued after January 1, 2017 shall be non-redeemable. A share is considered "purchased" upon receipt by the Club of payment in full. The holder of any membership share issued after such date and deemed null and void shall have no claim for repayment from the Club or otherwise. All membership shares issued and purchased prior to January 1, 2017 shall be redeemable with respect to the entire membership share. The time and manner in which the holder of a redeemable membership share shall be paid the original purchase price of his or her membership share, subject to the provisions of Section 7 thereof, shall be determined by the Board of Governors, provided however, that each membership share shall be redeemed in the chronological order in which the memberships terminated, and as soon as payment is received from a newly issued membership share.
- c) Membership share is NON-INTEREST BEARING and NON-DIVIDEND PAYING.

Sec. 5 In the event the dissolution of the Club in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Club, membership shares shall be lien upon the proceeds of the sales of the property of the Club after the payment of all its just debts and obligations to the extent of the then value of membership shares as fixed by these by-laws, subject to the set-off of all debts, dues, and obligations owed by the holder of the Club. After payment of all membership shares outstanding upon the effective date of dissolution of the Club, the surplus remaining shall be paid and distributed pro rata among the then bonded family unit and bonded single unit memberships of the Club. In the event that there is a negative surplus, the then bonded family unit and bonded single unit memberships of the Club, shall have no financial obligation, pro forma or otherwise, to the Club with respect to such negative surplus.

Sec. 6 Any member of any class failing to pay dues or indebtedness before the 10<sup>th</sup> day of May shall be notified that if such indebtedness shall not be paid within 15 days thereafter (May 25<sup>th</sup>) the delinquent shall be denied use of Club facilities until full payment is made.

Sec. 7 For redeemable membership shares only, upon cessation of membership for any cause, all indebtedness owing to the Club by him/her shall be lien upon and charged against his/her membership shares, and the membership shares may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the membership shares, they may be cancelled on the book of the Club, and new membership shares issued in place thereof to a new member on payment by him/her to the Club of the then value of membership shares as fixed by these by-laws. In case of the enforcement of a lien, as above herein provided, neither the signature of the holder nor the delivery of the membership shares shall be requisite to perfect the transfer to the Club, or a new possessor, and the Treasurer of the Club for the time being is hereby authorized, as the attorney of the holder of such membership shares, to make such transfer. Every membership share issued is expressly subject to the provisions of this section.

Sec. 8 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 Club shall have been extended and for all charges and liabilities imposed upon or incurred by guests introduced by them.

Sec. 9 All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State, and other governmental bodies and agencies.

**Article VIII**  
**Meetings**

**Sec. 1 Annual Meetings**

- a) The annual meeting of the Club shall be held each year during the month of August, at such place and time as the Board of Governors may determine.
- b) The annual meeting shall be for the purpose of electing Governors, presenting committee reports, and for the transaction of such business as may be indicated in the notice or may be brought before it.
- c) A regular meeting of the Club shall be held, at such place and time as the Board of Governors may determine for the purpose of discussing any problems which may arise during the operating season.

Sec. 2 Special meetings of the Club may be called by the Board of Governors. Also, upon the written request of twenty-five (25) members to the Secretary, stating the purpose thereof, a special meeting shall be called by the Secretary within thirty (30) days.

**Sec. 3 Notice of Annual Meeting**

- a) Notice of the annual meeting shall be given by mail or email to the members at least five (5) days prior thereto.
- b) Special meetings of the Club may be held on five (5) days' notice by mail or email to all members. The notice shall state the purposes for which the special meeting is called and any votes that may be taken during the special meeting.

**Sec. 4 Annual Meeting Voting**

- a) Only bonded membership units in good standing shall be entitled to vote at meetings of the Club. Any membership unit may be represented by written proxy if not able to attend in person.
- b) Unless specified otherwise by these by-laws, all matters including the election of the Board of Governors shall be decided by a majority voted.

Sec. 5 Whenever in these by-laws notice to members is required, the mailing of such notices to the last known address of the members or the emailing of such notices to the last known email address of the members shall constitute notice.

**Sec. 6 Meeting Times**

- a) The Board of Governors shall hold its first meeting following the annual meeting of the members in each year as promptly as practical.
- b) The Board of Governors may, by resolution, establish from time to time a schedule of its meetings and rule for the conduct thereof.
- c) Special meetings of the Board of Governors may be called by the Secretary upon the request of three (3) members of the Board.
- d) Notice of the regular and special Board meetings shall be mailed or emailed to each member of the Board before the date of the meeting.



Article IX  
**Nominations**

Sec. 1 Nominations may be made from the floor at the annual meeting to fill vacancies.

Article X  
**Committees**

Sec. 1 Committees

- a) Committees shall be appointed as necessary and may include but not be limited to, Pool and Grounds, Program, Membership, Finance, Rules, Nominating, Legal, and Tennis.
- b) The duties and powers assigned in these by-laws to the standing committees shall be subject to the authority of the Board of Governors.
- c) A Secretary shall be elected by said committees and minutes shall be kept and passed on to subsequent secretaries of these committees.

Sec. 2 The Pool and Grounds Committee shall exercise supervision over the pool and grounds; shall attend to the improvement and maintenance of the pool, buildings, operating equipment, and grounds; shall have authority there over; and in conjunction with the Rules Committee shall see that the rules and regulations of the Club are enforced.

Sec. 3 The Program Committee shall prepare the program of instructions and entertainments; and exercise supervision over the same.

Sec. 4 The Membership Committee shall report to the Board of Governors applicants for membership.

Sec. 5 The Finance Committee shall prepare the annual budget for submission to and approval of the Board of Governors; and shall exercise general supervision over the financial transactions of the Club.

Sec. 6 The Rules Committee shall prepare the rules of the health and good conduct in connection with the operation of the pool and shall, in conjunction with the Pool and Grounds Committee, see the rules and regulations of the Club are enforced.

Sec. 7 The Nominating Committee shall nominate candidates for the Board of Governors.

Sec. 8 The Legal Committee shall be consulted by the Board of Governors, or any officer of the Club or Committee thereof for the purpose of receiving legal advice or opinions pertaining to the operation, management or interpretation of the by-Laws of the Club or its rules and regulations.

Sec. 9 The Tennis Committee shall be responsible for all tennis rules, regulations and programs.

Article XI  
**Miscellaneous**

Sec. 1 Miscellaneous

- a) Each person who acts as a Governor or officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a Governor or officer of the Club, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in performance of his/her duty or duties or such conduct is deemed to be outside the scope of his/her duties to the club.
- b) The right of indemnification provided herein shall ensure each Governor and officer referred to herein (a) whether or not he is such Governor or officer at the time of such costs or expenses are imposed or incurred, and (b) in the event of his death shall extend to his legal representatives.

Sec. 2 Any question as to the meaning for proper interpretation of these by-laws shall be determined by the Board of Governors.

Sec. 3 Whenever mention is made herein to age of members, it shall be the age attained as of July 1<sup>st</sup> of the current year.

Sec. 4 These by-laws may be amended by a two-thirds (2/3) vote of the active members present in person or represented by proxy at any meeting of the Club, provided at least five (5) days' notice of such amendments by mail or email shall be given to each member.

Sec. 5 The seal of the Club shall consist of a flat-faced circular die, bearing the name of the corporation, the year of its organization and the word 'Massachusetts'.

Sec. 6 The Board of Governors may donate funds or memberships on behalf of the Club to any individual, family, or organization.

Article XII  
**Bonds**

Sec. 1 Notwithstanding the provisions of Section 6, of Article IV., the Board may borrow from the members of the Club for the purpose of building and other capital improvements or the acquisition of capital assets such amounts as the Board may determine, but the lending or failure to lend funds as herein provided by a member of the Club shall in no way affect the enjoyment of membership rights and privileges.

Sec. 2 Monies left to the Club as provided in Section 1, of ARTICLE XII. Hereof shall be evidenced by the issuing of a Bond by the Club which shall guarantee repayment at a time certain of the amounts advanced by the lender.

Sec. 3 The Board of Governors may pay such interest on said Bonds, as it deems reasonable, except that such interest shall not exceed the current rate of interest prevailing in this Area. Interest shall be paid at maturity or at such earlier date as the Bond may be paid.

Sec. 4 The Board of Governors may call the Bond for payment at any time by notice in writing to the Bondholder.

Sec. 5 Said Bonds shall, in the event of dissolution of the Club, have priority over the stock in the assets of the Club, but shall be junior to all other debts or obligation of the Club. Said Bonds shall have a lien upon the proceeds of the sale of the property of the Club to such extent.

Sec. 6 All indebtedness owing to the Club by a Bondholder shall be a lien upon and charged against his bond and the Bond may be taken over by the Club to satisfy such indebtedness.