

10/23/85

ACTON INDOOR TENNIS ASSOCIATION, INC.

ARTICLE I

Articles of Organization

The name and purposes of the corporation shall be as set forth in the articles of organization; and these by-laws, the powers of the corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the articles of organization, and the articles of organization as from time to time amended are hereby made a part of these by-laws. All references in these by-laws to the articles of organization shall be construed to mean the articles of organization of the corporation as from time to time amended.

ARTICLE II

Annual Meeting of Members

The annual meeting of the members shall be held, commencing in 1985, on the third Sunday of October in each year at 8:00 o'clock in the evening (or at such other hour as may be fixed by Vote of the board of directors, or if the board shall not fix such hour, as may be determined by the president, and set forth in the notice thereof), unless that day be a legal holiday at the site of the meeting, in which case the meeting shall be held at the same hour on the next succeeding Sunday at the site of the meeting. Purposes for which an annual meeting is to be held, in addition to those prescribed by law, by the articles of organization and by 'these by-laws, may be specified by the president or by the board of directors,' or by petition signed by ten or more member's who are entitled to vote at the meeting. If such annual meeting is omitted on the day herein provided therefore, a special meeting of the members may be held in place thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting, and in such case all references in these by-laws to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes thereof shall be specified in the call, as provided in Article III.

ARTICLE III

★ Special Meetings of Members

A special meeting of the members may be called at any time by the president or by the board of directors or upon petition by ten or more members entitled to vote at such meeting. A special meeting of the members shall be called by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by any other officer. Such call shall state the time, place and purposes of the meeting.

ARTICLE IV
Place of Members' Meeting

✓ All meetings of the members shall be held at the principal office of the corporation in Acton, or at such other place in the Commonwealth of Massachusetts as may be determined by the president or the board of directors and stated in the notice thereof. Any adjourned session of any annual or special meeting of the members shall be held in the Commonwealth of Massachusetts at such place as is designated in the vote of adjournment.

ARTICLE V
Notice of Members' Meetings

A written notice of each meeting of members, stating the place, date and hour thereof and the purpose or purposes for which the meeting is to be held, shall be given, at least twenty days before the meeting, to each member entitled to vote and to each member who under the articles of organization of these by-laws is entitled to such notice, by leaving such notice with him or her or at his or her residence or usual place of business, or by mailing it, postage prepaid, addressed to such member at his or her address as it appears on the records of the corporation. Such notice shall be given by the clerk or an assistant clerk or by an officer designated by the board of directors. No notice of the time, place or purposes of any annual or special meeting of the members shall be required to be given to a member if a written waiver of such notice is executed before or after the meeting by such member or his or her attorney thereunto authorized, and filed with the records of the meeting.

ARTICLE VI
Quorum of Members

At any meeting of the members, a quorum for the election of any director or officer or for the consideration of any question shall consist of ten members entitled to vote at such election or upon such question unless a larger number is required by law, by the articles of organization or by these by-laws. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present and the meeting may be held as adjourned without further notice.

ARTICLE VII
Proxies and Voting

When a quorum is present at any meeting, a plurality of the votes properly cast for any office shall elect to such office and a majority of the votes properly cast upon any question other than an election to an office shall decide the question, except in each case where a larger vote is required by law, by the articles of organization or by these by-laws. Each member having a full membership or associate shall be entitled to one vote. Members having any other type of membership shall not be entitled to vote. No ballot shall be required for an election of a director unless requested by a member present or represented at the meeting and entitled to

vote in the election. Members entitled to vote may vote either in person or by proxy in writing dated not more than six months before the meeting named therein, which proxies shall be filed with the clerk of the meeting, or any adjournment thereof before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of such meeting. Any action to be taken by members may be taken without a meeting if all members entitled to vote on the matter assent to the action by a writing filed with the record of the meetings of members. Such assent shall be treated for all purposes as a vote at a meeting.

ARTICLE VIII Board of Directors

The business and property of the corporation shall be managed by a board of directors, who shall have and may exercise all the powers of the corporation except as otherwise provided by law, the articles of organization or these by-laws. The board of directors shall consist of not less than three nor more than fifteen directors, each whom shall serve a term of three (3) year and who shall be elected at the annual meeting of the members, by such members as have the right to vote at such election. The number of directors for each corporate year shall be fixed by the Board of Directors, and if not expressly so fixed, shall be the number of the full board of directors of the corporation immediately before such election. The number of directors shall initially be eleven. In the event of a vacancy in the board occasioned by any reason whatsoever, the remaining directors, except as otherwise provided by law, may exercise the power of the full board until the next annual meeting of members or until vacancy is filled. At any time during any year the number of the board of directors may be increased, but not to more than the maximum number provided in this Article VIII, by action of a majority of the directors than in office. At any time during any year the number of the board of directors may be increased or reduced within the aforesaid limits by members at a meeting called for the purpose, and in the case of a reduction the particular directorships which shall terminate shall be determined by the members, or in the case of a reduction which involved the termination of the directorship of an incumbent director, by such larger vote, if any, as would be required to remove such incumbent from office under Article XVII. Each newly created directorship resulting from any increase in the number of directors may be filled in the manner provided in Article XVIII. Directors must be members of the corporation having a full, associate or professional membership. An officer may be a director. Each director shall hold office for a period of three years and until his or her successor is elected and qualified, or until he or she sooner dies, resigns or is removed. Any director who is absent from (3) consecutive meetings of the board or an aggregate of eight (8) meetings during his or her term shall be automatically removed from the board.

ARTICLE IX Committees

The board of directors shall, by vote of a majority of the directors then in office, elect from their number the Permanent Standing Committees, as hereinafter defined, and may be voted

delegate to any such committee or committees some or all of the powers of the directors except those which by law or by those bylaws they are prohibited from delegating. The Permanent Standing committees of the board of directors shall be the Audit, Finance, Development and Program Planning, and Nominating Committees. The board of directors may, by vote of a majority of the directors then in office, elect from their number the committees other than the Permanent Standing Committees and may be vote delegate to any such committee or committees some or all of the powers of the directors except those which by law or by those by-laws they are prohibited from delegating. Except as the board of directors may otherwise determine, any such committee may make rules for the conduct of its business. Except as otherwise provided in these by-laws, the following provisions shall apply to all Standing Committees:

(1) The chairpersons and members of all committees shall be appointed by the board of directors.

(2) The chairperson shall be appointed from among the directors, but members need not be directors.

(3) The chairpersons and members shall serve one-year terms from the date of their appointment and until their successors are appointed, or until, in the case of chairpersons, they cease to be eligible as not being directors. They may be reappointed to any number of terms.

(4) Minutes shall be kept of all meetings and submitted and maintained by the secretary.

(5) Vacancies need not be filled except in the case of chairpersons but, if filled, shall be filled by the appropriate appointing body,

(6) A quorum shall be a majority of the members of the committee and if a quorum is present, a majority vote shall be effective insofar as the powers of the committee permit, until other action is taken by that committee or by the board.

(7) Each committee shall establish its own rules and procedures and fix the time, place and notice of its meetings. A committee may adopt its own by-laws, but if it does so, such by-laws must be approved by the Board of Directors.

Audit Committee. The Audit Committee shall consist of a chairperson and two directors. The Committee shall review the annual financial statements and comments of the independent auditor, shall meet with the independent auditor at least once each fiscal year, shall consider matters relating to the quality of the corporation's financial and accounting functions and its fiduciary responsibilities and shall make reports and recommendations to the board of directors on all such matters.

Finance Committee. The Finance Committee shall consist of the treasurer as chairperson, the president, the chairperson of the corporation, and three or more persons appointed by the board of directors. The Finance Committee may appoint one or more sub-committees and shall name one of its members as chairperson of each sub-committee. The Finance Committee shall have the following duties and powers.

(1) To review the finance budgets, plans and proposals of the corporation and to present the same for approval by the board of directors.

(2) To advise the treasurer and the board of directors on financing mechanisms for new projects.

(3) To advise the administrative staff as needed on matters of financial concern to the corporation.

(4) To review annually the corporation's insurance coverage and assure its adequacy and cost effectiveness.

(5) To advise the treasurer as to the investment of the corporation's general and restrictive endowment funds.

Development and Program Planning Committee. The Development and Program Planning Committee shall consist of a chairperson, and the president, together with two other directors, two other members appointed by the president. The chairperson of the corporation shall be entitled to attend any and all meetings of the Committee and, if he does attend, shall be entitled to vote. The purposes of the Committee shall be responsible for formulating and recommending plans and goals for the corporation which in its judgment will enable the corporation to carry out its purposes as set forth in these by-laws.

Nominating Committee. The Nominating Committee shall consist of a chairperson and two or four directors. It shall transmit nominations of directors, the board of directors, officers, and Standing Committee chairpersons for election at annual meetings and at other times when the occasion arises.

Article X
Meetings of the Board of Directors;
Action Without a Meeting

Regular meetings of the board of directors may be held without call or notice at such places and at such times as the board may from time to time determine, provided that reasonable notice of such determination and of any changes therein is given to each member of the board then in office. A regular meeting of the board of directors may be held without call or notice immediately after and at the same place as the annual meeting of members.

Special meetings of the board of directors may be held at any time and any place when called by the president, treasurer or two and more directors reasonable notice thereof being given to each director by the secretary, by a clerk or an assistant clerk or by the officer or one of the directors calling the meeting. In any case it should be deemed sufficient notice to a director to send notice by mail at least forty eight hours by telegram at least twenty four hours before the meeting addressed to him or her at his or her usual or last known residence or to give notice to him and her by person either by telephone or handing him or her a written notice at least twenty four hours before the meeting.

Meetings may be held by telephonic or other means of communication whether visual or otherwise, but in any such meeting, all directors participating in the meeting must be able to hear and speak to all other directors so participating. Notwithstanding the foregoing, notice of a meeting need not be given to any director if a written waiver of notice executed may be filled at such meeting or at any other time by the board of directors. Except as otherwise provided by law or these by-laws, the president, the treasurer and the clerk shall hold office until the first meeting of the board of directors following the next

annual meeting of the members and until his or her successor is elected or appointed and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified. Each other officer shall hold office at the pleasure of the board of directors. Any officer, employee or agent of the corporation may be required, as and if determined by the board of directors, to give bond for the faithful performance of his or her duties by him or her before or after the meeting is filed with the records of the meeting, or to any director who attends the meeting without presenting prior thereto or at its commencement, written objection to the lack of notice to him or her. Neither notice of a meeting nor a waiver of notice need specify purpose of the meeting.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting, if a written consent thereto is signed by all the directors and such written consent is filed with the minutes of the directors. Such consent shall be treated as a vote for all purposes.

ARTICLE XI

Quorum of Directors

At any meeting of the board of directors a quorum shall consist of a majority of the directors then in office. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the directors present and voting shall be requisite and sufficient for any action except in any case where a larger vote is required by law, by the articles of organization or by these by-laws.

ARTICLE XII

Officers and Agents

The officers of the corporation shall be an president, a treasurer, a clerk and such other officers, which may include a secretary, one or more vice-presidents, assistant treasurers, assistant clerks or assistant controllers, as the board of directors may in its discretion elect or appoint. The corporation may also have such agents, if any, as the board of directors may in its discretion appoint. Any officer may be but need not be a member. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of serving process. So far as is permitted by law, any two or more offices may be held by the same person.

Subject to law, to the articles of organization and to the other provisions of these by-laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his or her office and such duties and powers as the board of directors may from time to time designate.

The president, treasurer and clerk shall be elected annually by the board of directors at its first meeting following the annual meeting of the members. Such other offices of the corporation as may be created in accordance with these by-laws

ARTICLE XIII
President and Chairperson of the Board of Directors

The president shall be the chief executive officer of the corporation and, subject to the supervision of the board of directors, he or she shall have general management, charge and control of all the affairs of the corporation. He or she shall also have such other powers and duties, if any, as the board of directors may prescribe. Unless a chairperson of the board shall be elected and present, the president shall preside at all meetings of the members and of the board of directors at which the president is present. A chairperson of the board of directors may be elected by said board of directors and shall preside at all meetings of the members and directors at which he or she is present and shall have such other powers and duties, if any, as the board of directors may prescribe. Any assistant president shall have such duties and powers as shall be designated from time to time by the board of directors or by the president, and in any case shall be responsible to and shall report to the president. In the absence or disability of the president, the vice president, or if there be more than one assistant president, the assistant presidents in the order of their seniority or as otherwise designated by the board of directors, shall have the powers and duties of the president.

ARTICLE XIV
Treasurer

The treasurer shall be the chief financial officer of the corporation and shall be in charge of its funds and the disbursement thereof, subject to the direction of the president and the board of directors, and shall have such duties and powers as are commonly incident to the office of a corporate treasurer, and such other duties and powers as may be prescribed from time to time by the board of directors or by the president. The treasurer shall be responsible to and shall report to the board of directors, but in the ordinary conduct of the corporation's business shall be under the supervision of the president. Any assistant treasurers shall have such duties and powers as shall be prescribed from time to time by the board of directors or by the treasurer, and shall be responsible to and shall report to the treasurer.

ARTICLE XVI
Clerk; Assistant Clerk

The clerk shall record all proceedings of the members in books to be kept there for, and shall have custody of the corporation's records, documents and valuable papers. In the absence of the clerk from any such meeting, the secretary, if any, may act as temporary clerk, and shall record the proceedings thereof in the aforesaid books, or a temporary clerk may be chosen by vote of the meeting. The clerk shall also keep or cause to be kept a complete list of the names and addresses of all members of the corporation and shall have such duties and powers as are commonly incident to the office of a corporate clerk, and such other duties and powers as may be prescribed from time to time by the board of directors or by the president. If no secretary is elected, the clerk shall also record all proceedings of the board of

directors and of any meetings of any committees of the board and in his or her absence from any such meeting a temporary clerk shall be chosen who shall record the proceedings thereof. Any assistant clerks shall have such duties and powers as shall from time to time be designated by the board of directors or the clerk and shall be responsible and report to the clerk.

ARTICLE XVII

Secretary

If a secretary is elected, he or she shall keep a true record of the proceedings of all meetings of the board of directors and of any meetings of any committees of the board, and in his or her absence from any such meeting a temporary secretary shall be chosen who shall record the proceedings thereof. The secretary shall have such duties and powers as are commonly incident to the office of a corporate secretary, and such other duties and powers as may be prescribed from time to time by the board of directors or by the president. Any assistant secretaries shall have such duties and powers as shall be prescribed from time to time by the board of directors or by the secretary, and shall be responsible to and shall report to the secretary.

ARTICLE XVIII

Resignations and Removals

Any director or officer may resign at any time by delivering his or her resignation in writing to the president, the clerk or the secretary or to a meeting of the board of directors. The members may, at any meeting called for the purpose, remove any director or directors from office, with or without cause. The board of directors may remove from office, for cause, any director elected by the members. The board of directors may at any time remove from office any officer or director elected or appointed by said board or terminate or modify the authority of any agent, with or without cause. A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her. No director or officer resigning, and (except where a right to receive compensation for a definite future period shall be expressly provided in a written agreement with the corporation duly approved by the board of directors) no director or officer removed, shall have the right to any compensation as such director or officer for any period following his or her resignation or removal, or any right to damages on account of such removal, or any right to damages on account of such removal, whether his or her compensation be by the month or by the year or otherwise.

ARTICLE XIX

Vacancies

Any vacancy in the board of directors may be filled by the members, or, in the absence of member action, by the board of directors. If the office of any member of any committee becomes vacant, the board of directors may elect a successor or successors. -If the office of any other becomes vacant, the board of directors may elect or appoint a successor. Each such

immediate removal from the board. The board of directors may, in its discretion, determine any other conflicts-of-interest which any officer or director may have.