

Proposed Changes to

**BY-LAWS
OF
HINGHAM TENNIS CLUB, INC.**

ARTICLE FIRST

Members

Section 1. Number, Election and Qualification. Members of the Hingham Tennis Club (HTC) shall be selected by the Board of Directors (the Board). Unless otherwise waived by the Board of Directors, each candidate for membership must apply in writing, stating his/her name, address and occupation, and said application must be signed by two members recommending such candidate. All such applications must be delivered to the Clerk.

The number of voting members (members) shall not exceed One Hundred Fifty (150). Each member shall be entitled to a single vote. Where a voting membership covers more than one person, such as under a family membership, those persons covered under such membership shall be entitled to a single vote.

This By-Law provision may not be amended, altered, changed or repealed without the affirmative vote of a majority of members legally entitled to vote in meetings of HTC at a meeting called at least in part for that purpose.

Section 2. Tenure. Each member shall enjoy all of the rights, powers and privileges of membership until such member dies, resigns, is removed by the Board or otherwise becomes disqualified.

Section 3. Rights, Powers and Privileges. Each member shall be entitled to use and enjoy the tennis courts and adjacent facilities owned and operated by HTC provided that each of the following terms and conditions are satisfied:

Rules and Regulations. The Board shall issue a list of HTC rules and regulations and will distribute the list to members, along with a membership directory, once per year. Each member must at all times be in compliance with all rules and regulations. The rules and regulations shall be posted inside the clubhouse in a central location by the Clerk.

Annual Dues. Each member shall pay annual dues as established by the Board, and such annual dues shall be payable on the first day of March of each year. The Treasurer shall on March 15 of each year assess a penalty of 10% of the annual dues to members delinquent in paying said dues. Any member's dues remaining unpaid on May 1 of each year shall have his membership terminated unless otherwise determined by the Board.

Certificate of Membership. Each new voting member shall, upon payment of \$50 to HTC, receive a Certificate of Membership in HTC.

Author 3/26/2017 8:13 PM

Deleted: ["Current HTC By-Laws"]

Author 3/26/2017 5:50 PM

Deleted: The number of members shall not exceed One Hundred Fifty (150) persons each of whom

Author 4/24/2017 10:45 PM

Deleted: (the Board) from written applications submitted to the Board. E

Author 3/26/2017 6:17 PM

Deleted: the corporation

Author 3/26/2017 6:24 PM

Deleted: the Corporation

Author 3/26/2017 6:25 PM

Deleted: and his/her family included in a Family Membership and each Single member

Author 3/26/2017 6:26 PM

Deleted: Rules

Author 3/26/2017 6:26 PM

Deleted: Regulations

Author 3/26/2017 6:26 PM

Deleted: promulgated by the Board of Directors and any other duly authorized committee concerning use of the Corporation's facilities which shall be in effect from time to time and a copy of which

Author 3/26/2017 6:27 PM

Deleted: the Corporation's

Author 3/26/2017 6:27 PM

Deleted: in effect from time to time

Author 3/26/2017 6:27 PM

Deleted: of Directors. A

Author 3/26/2017 6:28 PM

Deleted: paid in full upon receipt of a Certificate of Membership, provided, however, that no dues shall be paid for the calendar year if the member is selected after the first day of September in such year. Thereafter, annual dues shall be payable on the first day of February for each subsequent year of membership in the Corporation.

Author 3/26/2017 6:29 PM

Deleted: of Directors.

Author 3/26/2017 6:29 PM

Formatted: No underline

Section 4. Suspension or Removal. A member may be suspended or removed by a majority vote of the Board for cause only after reasonable written notice to the member, such notice to be delivered either by regular mail, by hand, or by electronic means, and an opportunity for the member to be heard by the Board. For purposes hereof, for cause shall include without limitation any violation of the terms and conditions in Section 3 hereinabove, or any conduct which in the opinion of the Board is injurious to the welfare of HTC or any of its members. HTC shall redeem the Certificate of Membership of a member terminated hereunder for the sum of fifty (\$50.00) Dollars, provided, however, that HTC may offset against this sum any and all dues and fines owed to HTC.

Author 3/26/2017 6:31 PM
Deleted: the Board of Directors... majority ... [1]

Section 5. Resignation. A member may resign by delivering a resignation in writing, such writing to be delivered by regular mail, by hand, or electronically, to the Clerk. Resignations received by the Clerk and accepted by HTC prior to May 1, in each calendar year shall entitle said member to a refund of annual dues paid during the year such resignation is effective. Notwithstanding the foregoing, HTC shall also redeem the Certificate of Membership of the resigning member for fifty (\$50.00) Dollars, provided, however, that HTC may offset against this sum any and all dues and fines owed to HTC.

Author 3/26/2017 6:33 PM
Deleted: written resignation... resignation in ... [2]

Section 6. Death. Upon the death of a member, the Certificate of Membership issued in the name of said member shall be returned to HTC for cancellation, it being expressly understood that unless otherwise determined by the Board, HTC shall be under no obligation to continue to extend any of the rights, powers and privileges of membership to the deceased member's family or transferees. Upon such death, HTC will redeem the Certificate of Membership of the deceased member for fifty (\$50.00) Dollars, provided, however, that HTC may offset against this sum any and all dues and fines owed to HTC.

Author 3/26/2017 6:35 PM
Deleted: the Corporation...TC for cancella ... [3]

Section 7. Vacancies. Members shall have no authority to fill vacancies in the membership, all of which powers shall be vested solely in the Board.

Author 3/26/2017 6:37 PM
Deleted: of Directors.

Section 8. Annual Meeting. The Annual Meeting of members shall be held by the first day of May in each year. The agenda of the meeting may be specified in the notice of the meeting. If no Annual Meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the Annual Meeting.

Author 3/26/2017 6:37 PM
Deleted: annual ...nual meeting ...eeting ... [4]

Section 9. Regular Meetings. Regular meetings of the members may be held at such places within the Town of Hingham and at the times as the members may determine. Notwithstanding anything in Section 12 to the contrary, no call or notice shall be required for regular meetings of members provided that notice of the first regular meeting following the determination by the members of the times and places for regular meetings shall be given to members absent from the meeting at which such determination was made.

Section 10. Special Meetings. Special meetings of the members may be called by the President or by the Board, and shall be called by the Clerk or any other officer, stating the time and place therefor.

Author 3/26/2017 6:40 PM
Deleted: Directors...oard, and shall be call ... [5]

Section 11. Place of Meeting. All meetings of members shall be held at any place designated in the notice of meeting.

Section 12. Notices. Notice of all meetings of members shall state the place, day and hour thereof, shall be given by the Clerk (or the person or persons calling the meeting) at least seven (7) days before the meeting to each member entitled to vote thereat, by delivery through either regular mail or electronic means to such member at the physical address or email address, respectively, appearing on the books of HTC. Notices of meetings of members may, but need not, state the purpose for which the meetings are called, except notice hereunder must be given if any action amending these By-Laws is to be taken at the meeting. No notice need be given to any member if a written waiver of notice, executed before or after the meeting by the member or his attorney thereunto authorized is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting.

Section 13. Quorum. At any meeting of members, a quorum for the transaction of business shall consist of one or more individuals appearing in person and/or as proxies and being and/or representing at least fifteen (15) members entitled to vote, provided that less than such quorum shall have power to adjourn the meeting from time to time, and the meeting may be held as adjourned without further notice. Notwithstanding any of the foregoing, a quorum for purposes of any action amending or repealing these By-Laws shall consist of one or more individuals appearing in person and/or as proxies and being and/or representing at least a majority of members of HTC entitled to vote.

Section 14. Voting and Proxies. Each member shall have one vote, unless otherwise provided by the Articles of Organization. Members may vote either in person or by written proxy dated not more than six (6) months before the meeting named therein. Proxies shall be filed with the Clerk before being voted at any meeting or any adjournment thereof. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at the meeting specified therein and at any adjourned session but shall not be valid after final adjournment of the meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise.

Section 15. Action at Meeting. When a quorum is present, the action of the members on any matter properly brought before such meeting, shall be decided by a majority of the members present or represented and entitled to vote and voting on such matter, except where a different vote is expressly required by law, the Articles of Organization or these By-Laws.

Section 16. Record Date. The record date for determining the members having a right to notice of and to vote at such meeting and any adjournment thereof shall be fixed by the Directors not more than ten (10) days prior to such meeting.

ARTICLE SECOND

Directors

Section 1. Powers. The Board of Directors shall have the entire charge, control and management of all property, real and personal held by or for HTC. The Board may delegate any

Author 3/26/2017 6:43 PM

Deleted: mailing it postage prepaid and addressed to such member at the address appearing upon the books of the Corporation.

Author 3/26/2017 6:44 PM

Deleted: unless otherwise expressly required by law, the Articles of Organization or these By-Laws. Notwithstanding the foregoing.

Author 3/26/2017 6:45 PM

Deleted: to

Author 3/26/2017 6:45 PM

Deleted: twenty (20)

Author 3/26/2017 6:46 PM

Deleted: the Corporation

Author 4/25/2017 4:36 PM

Deleted: Members

Author 3/26/2017 7:07 PM

Deleted: the Corporation

Author 3/26/2017 7:07 PM

Deleted: Board of Directors

of its powers to any committee of the Board appointed pursuant to these By-Laws or to any officer or agent of HTC, except those powers which by law, the Articles of Organization, or the By-Laws it is prohibited from delegating.

Section 2. Number and Election. The Board of Directors shall be fixed at seven persons. The Directors shall be fixed at seven persons. The Directors shall be elected by the members at the Annual Meeting of members at the expiration of the Directors' or class of Directors' term of office. The Directors shall be, for purposes of their term of office only, divided into three classes as nearly equal in number as may be, to hold office for the term set forth in Section 4 below.

Section 3. Vacancies. Any vacancy at any time existing in the office of Director may be filled by the Board at any meeting. A Director so selected shall serve for the remainder of the unexpired term of his predecessor, subject to all other provisions of these By-Laws.

Section 4. Tenure. At each Annual Meeting, the Directors elected to succeed those whose terms are expiring shall be elected to a term of office of three years. Any Director may resign by delivering his written resignation, either by regular mail, by hand, or by electronic means, to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5. Removal. Any Director may be removed from office with or without cause by vote of six of the Directors then in office at a meeting called at least in part for the purpose. A Director may be removed only after reasonable notice and opportunity to be heard before the Board.

Section 6. Annual Meeting. Immediately after each Annual Meeting of the members, if a quorum of the Directors were present at such meeting, there shall be a meeting of Directors without notice.

Section 7. Regular Meetings. Regular meetings of the Directors may be held at such times and places decided by the Board provided that notice of any such regular meeting shall be given in the manner provided in Section 9 of this Article.

Section 8. Special Meetings. Special meetings of the Directors may be called by the President or by the Treasurer or by the Clerk or by any two Directors and shall be held at the place designated in the notice of the meeting.

Section 9. Notices. Notices of a meeting of the Directors shall be given by the Clerk or any Assistant Clerk to each Director, at least two days before the meeting, by regular mail or by electronic means and addressed to him at his address as registered on the books of HTC. If the Clerk does not provide such notice, notice may be given by the officer or one of the Directors calling the meeting. Notice need not be given to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice of a meeting of Directors need not specify the purpose of a meeting unless otherwise expressly required by law, the Articles of Organization or these By-Laws. A waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

Author 3/26/2017 7:07 PM

Deleted: the Corporation

Author 4/25/2017 4:39 PM

Deleted: they are

Author 3/26/2017 7:13 PM

Deleted: Members

Author 3/26/2017 7:13 PM

Deleted: Members

Author 3/26/2017 7:16 PM

Deleted: The initial Directors of this Corporation shall serve until new elections are held at the Annual Meeting of Members in 1986. At the 1986 Annual Meeting of Members, the Directors shall designate one class of Directors to hold office until the first Annual Meeting after their election; one class of Directors to hold office until the second Annual Meeting after their election; and one class of Directors to hold office until the third Annual Meeting after their election.

Author 3/26/2017 7:16 PM

Deleted: at which Directors are elected subsequent to the 1986 Annual Meeting of Members,

Author 3/26/2017 7:17 PM

Deleted: to the corporation at its principal office or

Author 3/26/2017 7:18 PM

Deleted: a majority

Author 3/26/2017 7:18 PM

Deleted: for cause

Author 3/26/2017 7:18 PM

Deleted: of Directors.

Author 3/26/2017 7:19 PM

Deleted: Members

Author 3/26/2017 7:19 PM

Deleted: or the special meeting held in lieu thereof,

Author 3/26/2017 7:19 PM

Deleted: If no Annual Meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the Annual Meeting.

Author 3/26/2017 7:20 PM

Deleted: as shall from time to time be fixed by resolution of

Author 3/26/2017 7:20 PM

Deleted: the

Author 3/26/2017 7:21 PM

Deleted: call thereof

Author 3/26/2017 7:22 PM

Deleted: , by mailing to him, postage prepaid, and addressed to him at his address as registered (... [6])

Author 3/26/2017 7:27 PM

Deleted: refuses or neglects for more than t (... [7])

Author 3/26/2017 7:29 PM

Deleted: if a written waiver of notice, execut (... [8])

Section 10. Quorum. At any meeting of the Directors a majority of the number of Directors required to constitute a full Board shall constitute a quorum for the transaction of business; provided that, whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question and the meeting may be held as adjourned without further notice.

Author 3/26/2017 7:30 PM
Deleted: , as fixed in or determined pursuant to these By-Laws as then in effect,

Section 11. Action at Meeting. At any meeting of the Directors, the action of the Directors on any matter brought before the meeting shall be decided by the vote of a majority of those present and voting provided that a quorum is then present, unless a different vote is required by law, the Articles of Organization, or these By-Laws.

Author 3/26/2017 7:30 PM
Deleted: , notwithstanding any provision of Section 9 of this Article to the contrary.

Section 12. Special Action. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 13. Committees. The Directors may elect or authorize the President to appoint executive or other committees and may delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Except as the Directors may otherwise determine, a committee may make rules for the conduct of its business.

Author 3/26/2017 7:31 PM
Deleted: by like vote

Section 14. Compensation. Directors shall not receive any salary for serving in the capacity of a Director. Nothing herein contained shall be construed to preclude any Director from serving this corporation in any other capacity and from receiving compensation therefor.

Author 3/26/2017 7:31 PM
Deleted: , but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-Laws for the Directors.

ARTICLE THIRD

Officers

Section 1. Enumeration. The officers of HTC shall be a President, a Vice President, a Treasurer, a Clerk, and such other officers as may be determined by the Directors.

Author 3/26/2017 7:31 PM
Deleted: the corporation

Section 2. Election. The President, Vice President, Treasurer and Clerk shall be elected by the Directors, from among the Directors, at the special meeting of Directors held following the Annual Meeting of members as provided for in Article Two, Section 6. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Board either from among themselves or from the members at any meeting and an officer so elected shall serve for the remainder of the unexpired term of his predecessor, subject to all other provisions of these By-Laws.

Author 3/26/2017 7:32 PM
Deleted: Vice Presidents, Assistant Treasurers, Assistant Clerks, and other

Author 3/26/2017 7:32 PM
Deleted: from time to time

Author 3/26/2017 7:32 PM
Deleted: Annual Meeting of Directors or the special meeting held in lieu thereof.

Author 4/25/2017 4:51 PM
Deleted: Members

Section 3. Qualification. The President, Vice President, Treasurer and Clerk of HTC shall be Directors. Any two or more offices may be held by the same person, provided that the President and Clerk shall not be the same person. The Clerk shall be a resident of Massachusetts unless HTC has a resident agent appointed for the purpose of service of process.

Author 3/26/2017 7:34 PM
Deleted: the Corporation

Author 3/26/2017 7:34 PM
Deleted: the corporation

Author 3/26/2017 7:34 PM
Deleted: Any officer may be required by the Directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the Directors may determine.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, all officers shall hold office for one year or such shorter term as the Board shall determine. Any officer may resign by delivering his written resignation to the

Author 4/25/2017 4:52 PM
Deleted: of Directors

President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event

Author 3/26/2017 7:35 PM
Deleted: corporation at its principal office or to the

Section 5. Removal. The Directors may remove any officer with or without cause by a vote of a majority of the entire number of Directors in office, at a meeting called at least in part for the purpose, provided that an officer may be removed only after reasonable notice and opportunity to be heard by the Board prior to action thereof.

Author 3/26/2017 7:35 PM
Deleted: for cause ...nly after reasonable n ... [9]

Section 6. President. The President shall be the principal executive officer of HTC and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of HTC. The President shall, together with the Treasurer, present a budget for the current year at the Annual Meeting of members for the members' approval. The President shall, together with the Treasurer, sign all notes and certificates of indebtedness of HTC, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the Board or agent of HTC, or shall be required by law to be otherwise signed or executed. When present he shall preside at all meetings of the Board. It shall be his duty and he shall have the power to see that all orders and resolutions of the Board are carried into effect. When authorized by these By-Laws or by action of the Board, he shall appoint the membership of standing or special committees. He shall be a member ex-officio of all committees. The President, after the close of each fiscal year and prior to the Annual Meeting of the members, shall submit to the Board a report of the operations of HTC for such year and a statement of its affairs. The President shall report to the Board all matters within his knowledge that the interests of HTC may require to be brought to its notice. In general, the President shall perform all duties normally and customarily incident to the office of President of a corporation and such other duties as may be prescribed by the Board.

Author 3/26/2017 7:35 PM
Deleted: the Corporation...TC and, subject ... [10]

Section 7. Vice President. In the absence or disability of the President, the powers and duties of the President shall be performed by the Vice President if only one has been chosen, or by a Vice President designated for the purpose by the Directors if there be more than one Vice President. Each Vice President shall have such other powers and perform such other duties as the Directors shall from time to time designate.

Section 8. Treasurer. The Treasurer, with the President, shall have charge of all HTC investments. He shall receive the receipt of all bequests and all donations of money from the Clerk. The Treasurer shall, subject to the orders and under the supervision of the Board, have the custody and care of securities, cash and valuable papers of HTC. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to HTC. He shall be responsible for the disbursement of funds of HTC as ordered by the Board. He shall promptly render to the President and to Directors such statements of his transactions and accounts as the President and Directors respectively may from time to time require. The Treasurer on or before the first day of February in each year shall render a bill to each member for annual dues as set forth in Article First Section 3 herein. The Treasurer shall send to each member elect, promptly upon election, a bill for the initiation fee then in effect by HTC. The Treasurer shall perform such duties and have such power additional to the foregoing as the Board may designate.

Author 3/26/2017 7:42 PM
Deleted: Corporation ...TC investments. ... [11]

Section 9. Clerk. The Clerk shall record in books kept for the purpose all votes and proceedings of the Board and HTC. The Clerk shall be charged with the duty of keeping, or

Author 3/26/2017 7:46 PM
Deleted: Directors and the corporation

causing to be kept, accurate records of the names and addresses of Directors and of all members. The Clerk shall receive all bequests, all donations of money, and all other moneys and valuable effects of HTC, which he shall deposit in the name and to the credit of HTC in such depositories as shall be designated by the Board, and furnish receipts of all such deposits to the Treasurer. The Clerk shall perform such duties and have such powers additional to the foregoing as the Board shall designate.

Author 3/26/2017 7:48 PM
Deleted: Directors

Section 10. Assistant Treasurers and Assistant Clerks. In the absence or disability of the Treasurer or of the Clerk, an Assistant Treasurer or Assistant Clerk may be designated by the Board to perform all duties of said Treasurer or Clerk.

Author 3/26/2017 7:49 PM
Deleted: of Directors

ARTICLE FOURTH

Sponsors, Benefactors, Contributors, Advisers, Friends of Hingham Tennis Club

The Board may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers, affiliates, associates or friends of HTC or such other title as it deems appropriate. Such persons shall serve in an honorary capacity and shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Author 3/26/2017 7:49 PM
Deleted: the Corporation

Author 3/26/2017 7:49 PM
Deleted: Directors

Author 3/26/2017 7:49 PM
Deleted: the corporation

Author 4/25/2017 4:58 PM
Deleted: they deem

ARTICLE FIFTH

Stock in Other Corporations

Except as the Board may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons to act as proxy or attorney in fact for HTC (with or without power of substitution) at any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by HTC.

Author 3/26/2017 7:49 PM
Deleted: Directors

Author 3/26/2017 7:50 PM
Deleted: the corporation

Author 3/26/2017 7:50 PM
Deleted: of

Author 3/26/2017 7:50 PM
Deleted: this corporation

ARTICLE SIXTH

Inspection of Records

Books, accounts, documents and records of HTC shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and the Board shall be kept in Massachusetts at the principal office of HTC, or at an office of the Clerk. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any Director for any proper purpose but not to secure a list of Directors for the purpose of selling said list or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a Director, relative to the affairs of HTC.

Author 3/26/2017 7:50 PM
Deleted: the corporation

Author 3/26/2017 7:50 PM
Deleted: laws

Author 3/26/2017 7:52 PM
Deleted: Directors

Author 3/26/2017 7:51 PM
Deleted: the corporation

Author 3/26/2017 7:51 PM
Deleted: the corporation

ARTICLE SEVENTH

Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of HTC may be signed by any officer or officers or person or persons authorized by the Board to sign same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Board to do so.

Author 3/26/2017 7:51 PM

Deleted: the corporation

Author 3/26/2017 7:51 PM

Deleted: Directors

Author 3/26/2017 7:52 PM

Deleted: Directors

ARTICLE EIGHTH

Certificate

Each voting member of HTC shall receive a Certificate of Membership signed by the President and Treasurer.

Author 3/26/2017 7:52 PM

Deleted: this corporation

ARTICLE NINTH

Seal

The seal of HTC shall be circular in form, bearing its name, the word "Massachusetts," and the year of its incorporation. The Clerk shall have custody of the seal and he, or any Assistant Clerk may affix it (as may any other officer if authorized by the Board) to any instrument requiring the corporate seal.

Author 3/26/2017 7:53 PM

Deleted: the corporation

Author 3/26/2017 7:53 PM

Deleted: /she of

Author 3/26/2017 7:53 PM

Deleted: Directors

ARTICLE TENTH

Fiscal Year

The fiscal year of HTC shall be the year ending with the last day of December each year.

Author 4/25/2017 5:00 PM

Deleted: year

Author 3/26/2017 7:53 PM

Deleted: the corporation

ARTICLE ELEVENTH

Amendments

Except as otherwise provided in Article First, Section 1 herein, these By-Laws may at any time be amended by vote of the members, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting.

Author 3/26/2017 7:53 PM

Deleted: laws

ARTICLE TWELFTH

Transactions with Related Parties

Hingham Tennis Club may enter into contracts or transact business with one or more of its Directors or officers, or with any corporation, association, trust company, organization or other concern in which any one or more of its Directors or officers are Directors, officers, trustees, shareholders, beneficiaries or stockholders or otherwise interested and other contracts or

Author 3/26/2017 7:54 PM

Deleted: The corporation

Author 4/25/2017 5:01 PM

Deleted: of

transactions in which any one or more of its Directors or officers is in any way interested; and in the absence of fraud, no such contract or transactions shall be invalidated or in any way affected by the fact that such Directors or officers of HTC have or may have interests which are or might be adverse to the interest of HTC even though the vote of action of the Directors or officers having such adverse interests may have been necessary to obligate HTC upon such contract or transaction. At any meeting of the Board (or any duly authorized committee thereof) which shall authorize or ratify any such contract or transaction, any such Director of Directors may vote or act thereat with like force and effect as if he had no such interest provided, in such case, the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed or shall have been known to the Directors or a majority thereof. A general notice that a Director or officer is interested in an identified corporation or other concern of any kind above referred to shall be a sufficient disclosure as to such Director or officer with respect to all contracts and transactions with such corporations of other concern. No Director or officer shall be disqualified from holding office as Director or officer shall be disqualified from holding office as Director or officer of HTC by reason of any such adverse interests. In the absence of fraud, no Director or officer having such adverse interest shall be liable to HTC or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Director or officer be accountable for any gains or profits realized thereon. Notwithstanding any other provision of this Article Twelfth to the contrary, no Director or officer shall enter into any contracts or transact business with HTC which would be inconsistent with the non-profit nature of HTC, provided, however, that nothing herein shall prevent any such Director or officer from receiving full and fair compensation for any services rendered or property given or made available to HTC. If HTC shall be deemed to be a Private Foundation as defined in the Internal Revenue Code of 1954, as amended, then notwithstanding any other provision of this Article to the contrary, HTC shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or any successor provision thereto.

ARTICLE THIRTEENTH

Indemnification of Officers and Directors

Hingham Tennis Club shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or officer of HTC, or at its request as a director, trustee, officer, employee or other agent of any organization in which HTC owns shares or of which it is a creditor, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action suit or other proceeding, whether civil, criminal or administrative, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a Director, officer, trustee, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of HTC; provided, however, that as to any matter disposed of by a compromise payment by such Director, officer, trustee, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

Author 3/26/2017 7:55 PM

Deleted: of

Author 3/26/2017 7:56 PM

Deleted: the corporation

Author 3/26/2017 7:56 PM

Deleted: the corporation

Author 3/26/2017 7:56 PM

Deleted: the corporation

Author 3/26/2017 7:57 PM

Deleted: of Directors of the corporation

Author 3/26/2017 7:58 PM

Deleted: of

Author 3/26/2017 7:59 PM

Deleted: the corporation

Author 3/26/2017 7:59 PM

Deleted: the corporation

Author 3/26/2017 8:00 PM

Deleted: the corporation

Author 3/26/2017 8:00 PM

Deleted: the Corporation

Author 3/26/2017 8:00 PM

Deleted: of

Author 3/26/2017 8:00 PM

Deleted: the Corporation

Author 3/26/2017 8:00 PM

Deleted: this corporation

Author 3/26/2017 8:01 PM

Deleted: the Corporation

Author 3/26/2017 8:01 PM

Deleted: The corporation

Author 3/26/2017 8:01 PM

Deleted: the corporation

Author 4/25/2017 5:03 PM

Deleted: of

Author 3/26/2017 8:01 PM

Deleted: the corporation

Author 3/26/2017 8:02 PM

Deleted: of

Author 3/26/2017 8:02 PM

Deleted: the corporation

Author 3/26/2017 8:02 PM

Deleted: of

- (a) such compromise shall be approved as in the best interest of HTC, after notice that it involves such indemnification by a disinterested majority of the Directors then in office; or
- (b) in the absence of action by disinterested Directors there has been obtained at the request of a majority of the Directors then in office an opinion in writing of independent legal counsel to the effect that such Director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of HTC.

Expenses, including counsel fees, reasonably incurred by any such Director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by HTC in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to HTC if it is ultimately determined that indemnification for such expenses is not authorized under this Article. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, officer, trustee, employee or agent may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than such Directors, officers, trustees, employees or agents may be entitled by contract or otherwise under law. As used in this Article the terms “Director,” “Officer,” “trustee,” “employee,” and “agent” include their respective heirs, executors and administrators, and an “interested” Director, officer, trustee, employee or agent is one against whom in such capacity the proceedings in question or other proceeding on the same or similar grounds is then pending.

ARTICLE FOURTEENTH

Personal Liability

The Directors, officers and agents of HTC shall not be personally liable for any debt, liability or obligation of HTC. All persons, corporations or other entities extending credit to, contracting with, or having any claim against HTC, may look only to the funds and property of HTC for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from HTC.

ARTICLE FIFTEENTH

Assets of Hingham Tennis Club

No part of the assets of HTC and no part of any net earnings of HTC shall be divided among or inure to the benefit of any officer or Director of HTC or any private individual or be appropriated for any purposes other than the purposes of HTC; and no substantial part of the activities of HTC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and HTC shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that HTC shall be entitled to exemption from federal income tax under Section

Author 3/26/2017 8:03 PM
Deleted: the corporation

Author 3/26/2017 8:03 PM
Deleted: the corporation

Author 3/26/2017 8:03 PM
Deleted: the corporation

Author 3/26/2017 8:04 PM
Deleted: the corporation

Author 4/25/2017 5:05 PM
Deleted: ",

Author 4/25/2017 5:05 PM
Deleted: ",

Author 4/25/2017 5:05 PM
Deleted: ",

Author 4/25/2017 5:05 PM
Deleted: ",

Author 3/26/2017 8:04 PM
Deleted: the corporation

Author 3/26/2017 8:04 PM
Deleted: the Corporation

Author 3/26/2017 8:04 PM
Deleted: the corporation

Author 3/26/2017 8:05 PM
Deleted: the corporation

Author 3/26/2017 8:05 PM
Deleted: the corporation

Author 3/26/2017 8:05 PM
Deleted: the Corporation

Author 3/26/2017 8:05 PM
Deleted: the corporation

Author 3/26/2017 8:05 PM
Deleted: the corporation

Author 3/26/2017 8:05 PM
Deleted: the corporation

Author 3/26/2017 8:06 PM
Deleted: of

Author 3/26/2017 8:06 PM
Deleted: the corporation

Author 3/26/2017 8:06 PM
Deleted: the corporation

Author 3/26/2017 8:06 PM
Deleted: the corporation

Author 3/26/2017 8:06 PM
Deleted: the corporation

501(c)(3) of the Internal Revenue Code of 1954, as amended, and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

Upon the liquidation or dissolution of HTC, after payment of all of the liabilities of HTC or due provision thereof, all of the assets of HTC shall be distributed pro-rata to the members.

ARTICLE SIXTEENTH

House Committee

It shall be the duty of the House Committee to enforce rules and regulations for the proper government of HTC's house and grounds. It may arrange tournaments or social entertainments for the benefit of HTC and for the enjoyment and instruction of HTC members.

- Author 4/25/2017 5:06 PM
Deleted: of
- Author 3/26/2017 8:06 PM
Deleted: the corporation
- Author 3/26/2017 8:06 PM
Deleted: the corporation
- Author 3/26/2017 8:06 PM
Deleted: the corporation
- Author 3/26/2017 8:07 PM
Deleted: rate
- Author 3/26/2017 8:07 PM
Deleted: the corporation's
- Author 3/26/2017 8:08 PM
Deleted: the corporation
- Author 3/26/2017 8:08 PM
Deleted: the corporation's