

THE BY-LAWS OF THE WEDGEWOOD CLUB, INC.

(Updated~February 10th 2026)

ARTICLE I - NAME

Section 1: The name of this organization shall be THE WEDGEWOOD CLUB, INC., referred to as the Club herein.

ARTICLE II - PURPOSE

Section 1: To promote family recreation and for any other purpose permitted under Section 2 of Chapter 180 of the General Laws. No profit shall inure to an individual member of the corporation.

ARTICLE III - MEMBERSHIP

Section 1: Classification: There shall be five classes of membership:

- a) Voting,
- b) Sustaining,
- c) Honorary,
- d) Associate

- e) Club 50.

Section 2a: Voting Memberships shall be limited to two hundred (200) memberships. This limit may be exceeded until the next resignation(s) in accordance with Article III, Sections 4 and 5.

Section 2b: Voting Memberships shall consist of either a married couple, a cohabiting couple, or single adult eighteen (18) years or older. Club privileges shall be extended to all other dependent, single children permanently residing in the voting members household. Both members shall be entitled to vote, if present, at a general membership meeting. Voting Memberships shall be entitled to full use of the facilities of the Club pursuant to rules established by the Board of Governors and be eligible to hold elected offices of the Club.

Section 3: Sustaining Membership may be extended to Voting Membership when all of the following criteria are met:

- a. 10 continuous years as Voting Membership, for the 10 years proceeding the application for Sustaining Membership, with the exception of Section 3d; and
- b. No children under 14 years of age as of June 1st of the year of application for Sustaining Membership; and
- c. No children in group lessons (swim or tennis); this criterion shall not apply to participation in private lessons or any Wedgewood Team.
- d. In the event a Voting Membership is changed to Associate Membership, the accrual of years as Voting Membership shall continue toward Sustaining Membership eligibility once the Associate Membership is returned to Voting Membership status.

Sustaining Memberships shall be entitled to full use of the facilities of the Club pursuant to rules established by the Board of Governors, with the exception of group swim lessons and group tennis lessons. Acceptance by the membership party shall be accompanied by the forfeiture of voting privileges.

Sustaining members may hold any Governor Position on the Board of Governors, excluding the position of President or Vice President, and so long as the number of Sustaining Members on the Board of Governors at one time does not represent a majority of the total number of Board of Governors. Sustaining Members holding a position on the Board of Governors may vote at Board meetings. All other By-laws restricting the voting privileges of Sustaining Members shall remain in full effect.

To retain a Sustaining Membership, the membership must continue to meet all criteria for Sustaining Membership. Dues must be paid by the Sustaining Membership within the deadline for dues submission for each consecutive year. In accordance with the governing by-laws as applied by the Board of Governors, if dues lapse in any year, the Sustaining Membership may not be renewed. The Board of Governors shall retain the option to replace each Voting Membership at its discretion.

Section 4: Honorary Membership may be extended by the Board of Governors for three (3) years to members of a Voting Membership or Sustaining Membership when severe hardship is caused by a serious illness, disability or death. Years of Honorary Membership granted prior to the 1999 season shall not be counted towards this limitation. Honorary Memberships shall be entitled to full use of the facilities of the Club pursuant to rules established by the Board of Governors. When an Honorary Membership expires or an honorary member re-marries, the membership status shall revert to the membership status in effect when the Honorary membership was granted. In exceptional cases, an Honorary Membership may be granted indefinitely to a membership by the Board of Governors subject to approval by a two-thirds (2/3) vote of those present and eligible to vote at the next general membership meeting.

Section 5: Associate Membership will be granted to a Voting Membership, whose residence is changed to a location greater than fifty (50) miles from the Town of Bedford and who desires to retain a membership in the Club. Written application for Associate Membership must be made to the Board of Governors. Upon return to the Bedford area, the Associate Membership must resume Voting Membership by notifying the Chairperson of the Membership Committee and paying the appropriate dues, fees and assessments as determined by the Board of Governors.

Section 6: Club 50 Membership may be extended to any current Sustaining Membership when that membership has reached fifty (50) years. The accrual of years of membership shall be calculated as the combined total of years in Voting, Sustaining, and/or Honorary Membership. Years of Associate Membership do not count towards total accrued years. Once the membership has accrued 49 years, the Board of Governors may offer the member Club 50 Membership status to begin with their 50th season. The accrual of years does not include years under any previous membership, such as being a part of a family membership as a child, or leaving the club and returning. This is only based on one singular, continuous membership.

Club 50 Memberships shall be entitled to full use of the facilities of the Club pursuant to rules established by the Board of Governors, with the exception of group children's swim lessons and group children's tennis lessons. Club 50 Memberships shall not be entitled to voting privileges. Club 50 members shall be considered as sustaining members with regard to the ability to hold a position on the Board of Governors.

To retain a Club 50 Membership, the membership must continue to meet all criteria for Sustaining Membership. Dues of \$50 per year must be paid by the Club 50 Membership within the deadline for dues submission for each consecutive year. In accordance with the governing by-laws as applied by the Board of Governors, if dues lapse in any year, the Club 50 Membership may not be renewed.

Section 7: The Board of Governors shall maintain a waiting list of applicants. Each applicant and their position on the waiting list shall be acknowledged by the Board of Governors. An opening in the Voting Membership shall be filled by seniority on the waiting list. However, any persons who are or have been included under a current membership (Voting, Sustaining, Honorary, or Associate) and who desire to hold membership in their own right, shall, upon receipt by the Board of Governors of their application no later than May 1st, be entitled to seniority on the waiting list, regardless of place of residence, after a wait of one (1) full Wedgewood season. Applications received May 2nd or later are treated as if they were received by May 1st of the following year. These persons wishing to apply for membership in their own right shall fill no more than the first five (5) vacancies for membership in any season. After these five (5) vacancies have been filled in any season, those persons wishing to apply for membership in their own right will receive seniority on the waiting list for the following season.

Section 7A: At the discretion of the Board of Governors, an exception to the limitations of Section 6 may be afforded when the status of a current Voting Membership Family or Sustaining Membership Family is altered by decree of divorce. Unless specifically prohibited by a Decree of Divorce, or Court Order issued by the Commonwealth of Massachusetts, or an order from another governing authority to which Full Force and Credit is afforded by the Commonwealth of Massachusetts, the second spouse/partner of the Voting Membership Family or Sustaining Membership Family desiring to hold membership in their own right may apply directly to the Board of Governors. In the event said application is received by the Board of Governors no later than May 1st following the decree, the person wishing to apply for membership in their own right shall be entitled to seniority on the waiting list, regardless of place of residence, and without any required waiting period.

Upon approval of the Board of Governors, the individual wishing to apply for membership may be accepted at the same level of membership (Voting or Sustaining) attained the year prior to the application for new membership, and will be asked to post bond commensurate to the current value of the bond posted in the year of acceptance, including any subsequent assessments, for the prior membership under which the individual was included.

Section 8: All applicants for the waiting list must be residents of the Town of Bedford at the time their name is added to the list, except as provided under Article III, Section 7 and 7A. It is the responsibility of each applicant on the waiting list to notify the Membership Chairperson of any change in address while waiting for membership. Residency in the Town of Bedford is a requirement for membership at the point of invitation to join the Club, but is not a requirement after membership commences.

ARTICLE IV - ENTRANCE BOND AND INITIATION FEE

Section 1: There shall be an Entrance Bond for each new membership to be determined annually by the Board of Governors but not to exceed a fifteen percent (15%) increase of the previous year's assessment. Subject to conditions set forth in Article VI, Section 2, this Bond shall be refundable without interest following resignation or termination of membership.

Section 2: There shall be a non-refundable Initiation Fee for each new Voting Membership to be determined by the Board of Governors, but not to exceed the prior year's bond amount.

ARTICLE V - ANNUAL DUES AND ASSESSMENTS

Section 1a: The annual dues for the Voting Membership shall be recommended by the Board of Governors at a meeting of the general membership. The annual dues shall be authorized by a majority vote of those present at a general meeting. The Board of Governors has

the power to levy assessments, which may or may not be incorporated into a Membership's bond, as authorized by the membership.

Section 1b: The annual dues for Sustaining Membership shall be fifty (50%) percent of the annual dues assessed the Voting Membership. Sustaining Memberships shall be liable in full for any assessments to the bond.

Section 1c: The annual dues and all assessments for Honorary Members shall be waived.

Section 1d: The annual dues for Associate Membership shall be determined by the Board of Governors, not to exceed fifty (\$50.00) dollars. Associate Memberships shall be liable in full for any assessments to the bond.

Section 1e: The annual dues for Club 50 Membership shall be determined by the Board of Governors, not to exceed fifty (\$50.00)

Section 2: The Board of Governors shall specify the date by which all dues and assessments shall be paid.

Section 3: If a membership fails to pay its dues or any assessment by the payment due date, the membership shall automatically be suspended for ten (10) days and assessed a late payment fee of 10% of the total current annual dues. While suspended, persons under that membership shall lose all rights of membership. If at the end of the ten-day period and after written notice is given by the Club Treasurer, the payment and late fee are still unpaid, the membership shall be expelled. Written notice of impending expulsion shall be sent to the last listed address fifteen (15) days prior to such expulsion.

ARTICLE VI - RESIGNATIONS

Section 1: A resignation of membership must be made in writing to the Membership Chairperson. When the resignation is accepted by the Board of Governors, the Membership Chairperson shall so inform the resigning member in writing.

Section 2: In order to be eligible for refund of the Entrance Bond and subsequent bonded assessments, the resigning membership:

- (a) must be replaced by a new Voting Membership whose Entrance Bond has been received by the Club, and
- (b) must be in good standing or, if being expelled, any outstanding dues and/or assessments will be deducted from any refund. Refund will be made ninety (90) days after

replacement of membership if the Club is in receipt of the new bond, or as soon thereafter as possible.

- (c) If the resigning membership is not a Voting Membership, the Club shall refund the bond within (90) days following acceptance of the resignation by the Board.

Section 3: Any resignation received after the annual dues deadline is subject to dues for the entire year. This amount may be deducted from the refundable portion of the bond. The intent is that the Club shall suffer no losses.

ARTICLE VII - OFFICERS AND DUTIES

Section 1: The officers of the Club (herein referred to as Executive Board) shall consist of two Co-Presidents, a Vice President, Treasurer, and Recording Secretary, who shall be elected for a term of two years, commencing the first of February or until a successor has qualified. Neither the Co-Presidents nor the Vice President shall be eligible to serve more than one term in the office in succession. In the absence of a qualified successor, a Co-President's term may be extended by one (1) but no more than (2) additional years, for a total of four (4) years. In the event the Board of Governors is unable to fill the office of Co-President with two (2) separate individuals, the duties of the office shall be carried out by a single President. The single President shall assume all responsibilities, duties, and powers outlined for the Co-Presidents in these By-Laws. The Board of Governors may elect to revert to the Co-President structure at any time should two eligible and willing candidates be elected or appointed to the office.

Section 2: Any Voting Membership holder shall be eligible to hold office as an officer and/or governor. In addition, a Sustaining Membership holder shall be eligible to hold office as an officer and/or governor, subject to the limitations set forth in Article III, Section 3. A second individual of a Membership cannot hold a separate office as officer or governor during the same term of office.

Section 3a: The Co-Presidents shall preside at all meetings of the general membership and all Board of Governors meetings, and shall be authorized to call special meetings of the Board of Governors. The Co-Presidents, with the approval of the Board of Governors, together with the Treasurer, shall have the authority to sign all deeds, mortgages, promissory notes, contracts and all other obligations of the Club.

Section 3b: The Co-Presidents, with the approval of the Board of Governors, shall appoint all committees except the Nominating Committee.

Section 3c: The Co-Presidents shall each be an ex-officio member of all appointed committees.

Section 3d: Each Co-President will be exempt from the yearly dues during the years he/she holds the position of Co-Club President. In the event of a single President he/she will be exempt from the yearly dues during the years he/she hold the position of President.

Section 4: In the case of absence or disability of a President, the Vice President shall assume all the powers and perform all the duties of the President during such absence or disability.

Section 5a: The Treasurer shall be charged with the collection and custody of the funds of the Club and their disbursements under the direction of the Board of Governors. At the Annual Meeting, the Treasurer shall present in writing a complete balance sheet and a full report in detail of the receipts, disbursements, expenses, outstanding obligations and accounts receivable as of the end of the fiscal year prior to the month in which the Annual General Membership Meeting is held. At all Board of Governor's meetings, the Treasurer shall present in writing a balance sheet and statement of income and expenses as of the end of the month prior to the month in which the meeting is held. In the event the Treasurer is unable to attend the meeting he/she shall present in writing a balance sheet and statement of income and expenses as of the end of the month prior to the month in which the meeting is held to the Executive Board so it may be shared with the Board of Governors.

Section 5b: Within three (3) months of the closing of the fiscal year, the Treasurer shall make available to each member a complete statement of income and expenses for the fiscal year and a balance sheet as of the closing of the fiscal year, each of which is approved by an independent accountant.

Section 5c: The Treasurer's books shall be at all times open to the inspection of any two (2) members of the Board of Governors.

Section 5d: The Treasurer may be compensated for services performed in an amount to be determined by the Board of Governors.

Section 6: The Recording Secretary shall record the minutes of all general membership meetings and all Board of Governors meetings, and shall be custodian of all Club records other than financial and membership.

ARTICLE VIII - BOARD OF GOVERNORS

Section 1: There shall be a Board of Governors consisting of the five (5) Officers (four (4) in the event of a single President) and seven (7) to sixteen (16) Governors elected by the Voting Membership at an Annual General Membership Meeting. The elected Governors shall serve a term, commencing the first day of February, of two (2) years or until a successor qualifies.

Section 2: The duties of the Board of Governors shall be:

- (a) To meet as required to conduct the normal business of the Club and at such other times when called by the President or by two members of the Board of Governors.
- (b) To consider and transact all the business of the Club.
- (c) To have the power to fill all vacancies created by death, resignation, suspension or expulsion.
- (d) To have the power by two-thirds (2/3) vote to suspend or expel any membership for any conduct by any person included under that membership which is likely, in the opinion of the Board of Governors, to be detrimental to the welfare, interest or character of the Club.
- (e) To enact Club Rules and Regulations, and to resolve any questions as to the meaning or proper interpretation of any of the provisions of these By-Laws.
- (f) To act upon reports to the Board of Governors.
- (g) To cause an annual review of the Treasurer's records prior to the general meeting.
- (h) To manage and control the property, business and affairs of the Club, the Board of Governors is hereby vested with all powers possessed by the Corporation itself in so far as this delegation of authority is not inconsistent with the laws of the Commonwealth of Massachusetts or with these By-Laws; provided, however, that no mortgage shall be made or authorized on the property by the Board of Governors unless the same is authorized or approved by a vote of a majority of the Voting Members present at a meeting of the general membership called for that purpose.

Section 3: A quorum for the Board of Governors shall be fifty-one (51%) percent.

Section 4: Each committee represented on the Board of Governors shall be entitled to no more than two (2) votes in any Board decision, regardless of the number of committee members present. In the event a committee consists of one member, that committee shall be entitled to one (1) vote. Each Executive Board member shall be entitled to one (1) vote.

ARTICLE IX - NOMINATION AND ELECTIONS

Section 1: There shall be a Nominating Committee composed of three (3) members, the current President and the two (2) most recent former Presidents who are available to serve.

Section 2: It shall be the duty of the Nominating Committee:

- (a) To nominate a candidate for the following elected positions:
 - 1. President
 - 2. Vice President
 - 3. Treasurer
 - 4. Recording Secretary
 - 5. Seven (7) to sixteen (16) Governors

- (b) To submit, four weeks prior to the Annual Meeting, the candidates names to the Corresponding Secretary and to make them available to any Voting Membership.

Section 3: Additional candidates may be nominated by the Club membership, provided a nominating petition has been signed by at least ten (10) Voting Memberships. This petition must be submitted to the Corresponding Secretary four weeks prior to the Annual Meeting.

Section 4: The Corresponding Secretary shall report the names of all candidates in writing to the general membership at least two weeks before the Annual Meeting.

Section 5: The Corresponding Secretary will prepare a ballot containing the names of all candidates for use in the election at the Annual Meeting of the general membership.

ARTICLE X - GENERAL MEMBERSHIP MEETINGS

Section 1: The Annual Meeting shall be held at a time and place determined by the Board of Governors, prior to January 31. At which time elections of Officers shall be conducted and all other business transacted.

Section 2: Special meetings shall be called by the Board of Governors at such times as it deems advisable or by written request of fifty (50) Voting Memberships.

Section 3: Thirty-five (35) members eligible to vote under Article III, Section 2b, shall constitute a quorum.

ARTICLE XI - COMMITTEES

Section 1: There shall be the following standing committees appointed by the President with the approval of the Board of Governors who shall serve through to the expiration of that calendar year and under the jurisdiction of the Board of Governors.

(a) House and Grounds/Capital Planning Committee whose duties shall be:

- (1) to operate and maintain the facilities of the Club, and
- (2) to develop, maintain, and update a long-term capital plan which will forecast and plan for major capital maintenance, improvements, and renovations that are necessary for the upkeep and preservation of the Club.

(b) Membership Committee whose duties shall be to examine all applications for membership and report names for membership and to maintain current roster of all persons entitled to the use of the Club's facilities.

(c) Social Committee whose duties shall be to plan and conduct the social activities of the club.

(d) Pool Committee whose duties shall be to plan and organize the pool activities of the Club and to advise on the maintenance and capital needs of pool facilities.

(e) Tennis Committee whose duties shall be to plan and organize the tennis activities of the Club and to advise on the maintenance and capital needs of the tennis facilities.

(f) Youth Activities Committee whose duties shall be to plan and organize activities for the youth of the Club (except swimming and tennis) and to advise on the maintenance and capital needs of facilities required for this purpose.

(g) Website Committee whose duties shall be to maintain the website and interface with the Board of Governors to facilitate communication amongst members via email and website and to advise on maintenance and capital needs of facilities for this purpose.

(h) The Corresponding Secretary shall be responsible for: all correspondence of the Club; shall notify the membership of all general membership meetings, proposed amendments, elections and all nominations at least two (2) weeks before the Annual General Membership Meeting or special meeting; and shall notify the members by U.S. mail and/or electronic mail (email).

Section 2: There shall be other committees appointed by the President with the approval of the Board of Governors from time to time as is deemed necessary.

ARTICLE XII - FISCAL YEAR

Section 1: The fiscal year shall commence with the first day of November and end with the thirty-first day of October.

ARTICLE XIII - PARLIAMENTARY PROCEDURE

Section 1: Robert's Rules of Order, as Revised, shall be the parliamentary authority of the Club.

ARTICLE XIV - AMENDMENTS

Section 1: Any amendment to these By-Laws may be made by a two-thirds (2/3) vote of those present and eligible to vote at a general membership meeting provided written notice of the proposed amendment has been sent to the general membership by the Corresponding Secretary at least two weeks before the general membership meeting.

Section 2: Amendments may be proposed by the Board of Governors. Alternately, amendments may be proposed by the membership after they have been signed by ten (10) Voting Memberships and been submitted in writing to the Corresponding Secretary and at least four (4) weeks before the general membership meeting.

ARTICLE XV - INDEMNIFICATION

Section 1: The Club shall, to the fullest extent legally permissible, indemnify each person who may serve or who at any time has served as Governor or officer of the Club against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of serving or having served in such capacity; provided that no indemnification shall be provided for such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Club; and further provided that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Club, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Club of expenses incurred in defending a civil or criminal action or

proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

Where indemnification hereunder requires authorization or approval by the Club, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a Governor approves the payment of indemnification, such Governor shall be wholly protected, if:

- (a) the payment has been approved or ratified (i) by a majority vote of a quorum of disinterested Governors, or (ii) by a majority vote of a committee of two or more disinterested Governors selected for this purpose by the Board of Governors (in which selection interested Governors may participate); or
- (b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Club); or
- (c) the payment is approved by a court of competent jurisdiction.

The right of indemnification under this section is a contract right inuring to the benefits of the Governors and officers entitled to be indemnified hereunder, and no amendment or repeal of this section shall adversely affect any right of such Governor or officer existing at the time of such amendment or repeal. The indemnification provided hereunder shall inure to the benefits of the heirs, executors and administrators of a Governor or officer entitled to indemnification hereunder. The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such Governor or officer may be entitled. Nothing contained in this section shall affect any rights to indemnification to which employees or agents other than Governors and officers entitled to indemnification hereunder may be entitled by contract or otherwise under applicable law.