

BY LAWS
of
THE CAPE COD ATHLETIC CLUB, INC.

ARTICLE I

Offices

1. The office of the corporation shall be located in the Town of Brewster, County of Barnstable and Commonwealth of Massachusetts.

ARTICLE II

Meetings of Members

1. Time and Place. The annual meeting of the members for the election of Directors and all special meetings of members for that or for any other purpose may be held at such time and place within the Commonwealth as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

2. Annual Meeting. There shall be an annual meeting of the members entitled to vote, commencing with the year 1978, which shall be held on the first Wednesday of the month of November in each year, if not a legal holiday, and if a legal holiday then on the next business day, at 7:30 o'clock P.M. Unless a different hour is fixed by the Directors or the President and stated in the notice of the meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-laws, may be specified by the Directors or the President. 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.

3. Special Meeting. Special Meetings of the members shall be called at his own discretion, or upon petition by 5 members or by by the President/~~or~~ his delegate. The call for the meeting shall state the date, hour and place and the purpose of the proposed meeting.

4. Notice of Meeting. A written notice of every meeting of the membership including the place, date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Secretary or by the person calling the meeting at least seven (7) days before the meeting, to each member entitled to vote thereat by leaving such notice with him or at his residence or usual place of business, or by mailing it postage prepaid and addressed to such member at his address as it appears upon the books of the corporation. 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.

5. Quorum. For an annual or special meeting, twenty-five (25) members present in person and entitled to vote shall be necessary to and shall constitute a quorum for the transaction of business. If, however, such quorum shall not be present at any meeting of the members, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

6. Voting. At every meeting of the members, every member having the right to vote shall be entitled to vote in person and family memberships are entitled to one vote per family.

7. Action at Meeting. When a quorum is present, a majority of the members present and voting on a matter, except where a larger vote is required by law, the Articles of Organization or the By-laws, shall decide any matter to be voted on by the members. Any election by members shall be determined by a plurality of the votes cast by members entitled to vote at the election. No ballot shall be required for such election unless requested by a member present or represented at the meeting and entitled to vote in the election.

8. Action without Meeting. Any action to be taken by members may be taken without a meeting if all members entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of members. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE III

Directors

1. Powers. The business of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation except as otherwise provided by law, by the Articles of Organization or the By-laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

2. Election. A Board of Directors of such number, not less than five (5), nor more than nine (9), as shall be fixed by the members, shall be elected by the members at the annual meeting.

3. Vacancies. Any vacancy in the Board of Directors, other than a vacancy resulting from the enlargement of the Board, may be filled by the members or, in the absence of member action, by the Directors.

4. Enlargement of the Board. The number of the Board of Directors may be increased and one or more additional Directors elected at any special meeting of the members.

5. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these by-laws, Directors shall hold office until the next annual meeting of the members and thereafter until their successors are chosen and qualified. Any Director may resign by delivering his written resignation to the corporation at its principal office or to the President, Clerk or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event.

6. Removal. A Director may be removed from office (a) with or without cause by vote of a majority of the members entitled to vote in the election of Directors or (b) for cause by vote of two-thirds of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

7. Meetings. Regular meetings of the Directors shall be held on the first Wednesday of each month without call or notice at such places and at such times as the Directors may from time to time determine,

provided that any Director who is absent when such determination is made shall be given notice of the determination. A regular meeting of the Directors may be held without a call or notice at the same place as the annual meeting of members, or the special meeting held in lieu thereof, following such meeting of members. Special meetings of the Directors may be held at any time and place designated in a call by the President, Treasurer or two or more Directors. Members may attend any Directors' meetings.

8. Notice of Meetings. Notice of all special meetings of the Directors shall be given to each Director by the Secretary, or in case of the death, absence, incapacity or refusal of such persons, by the officer or one of the Directors calling the meeting. Notice shall be given to each Director in person or by telephone or by written notice mailed to his business or home address at least seven (7) days in advance of the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him before or after the meetings, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

9. Quorum. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time without further notice.

10. Action at Meeting. At any meeting of the Directors at which a quorum is present, the vote of a majority of those present, unless a different vote is specified by law, by the Articles of Organization, or by these By-laws, shall be sufficient to decide such matter.

11. Action by Consent. 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' meeting. Such consent shall be treated as a vote of the Directors for all purposes.

ARTICLE IV

1. Enumeration. The officers of the corporation shall consist of a President, Vice President, Treasurer, Secretary, Chairman of the Board, and such other officers, including one or more Vice Presidents, Assistant Treasurers and Assistant Secretaries as the Directors may determine.

2. Election. The President and Treasurer shall be elected annually by the members at the annual meeting.

3. Qualification. The President may, but need not be, a Director. Officers shall be members for one year prior to election. Any two or more offices may be held by the same person, provided that the President and Clerk shall not be the same person.

4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-laws, the President, Vice President, Treasurer, Secretary, Chairman of the Board and any other officers authorized shall hold office until the next annual meeting of members and thereafter until his successor is chosen and qualified. Any

member may resign by delivering his written resignation to the corporation at its principal office or to the President, Clerk or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event.

2. Qualification. A member shall be eligible if he has paid dues for that year, which dues shall be set each year by the Board of Directors on an individual and family basis. Members joining after September 1 of a year and paying current dues at that time shall be paid up through the following calendar year. The Board of Directors may waive or abate dues for a member for hardship at its discretion.

ARTICLE VI

Miscellaneous Provisions

1. Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall be the twelve months ending the last day of September in each year.

2. Seal. The seal of the corporation shall bear its name, the word "Massachusetts" and the year of its incorporation.

3. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the corporation in its behalf shall be signed by the President and the Treasurer except as the Directors may generally or in particular cases otherwise determine.

4. Corporate Records. The original, or attested copies, of the Articles of Organization, By-laws and records of all meetings of the

Incorporators and Members, and the record address of each member shall be kept by the Secretary of the corporation.

5. Amendments. The Board of Directors shall have power to amend, repeal or adopt the By-laws of the corporation at any regular or special meeting of the Board. However, any By-law so adopted by the Board must be reported to and may be amended or repealed by vote of the members entitled at the time to vote for the election of Directors. Members may amend the by-laws by majority vote at the annual or special meeting.

6. Colors. The colors of the organization shall be blue, white and gold.

7. Audit. The Treasurer's accounts shall be audited annually by a member of the Board of Directors to be selected by that Board.

8. Disbursements. The Treasurer may not expend a sum greater than \$25.00 without the written approval of any two (2) of the following: (a) President; (b) Vice President; (c) Secretary; (d) Chairman of the Board.

9. N.E.A.A.U. delegate. The membership shall delegate a member to the N.E.A.A.U. and that delegate shall report to the members on N.E.A.A.U. action at its quarterly meetings.

10. Suspensions. The Board of Directors or the members may suspend any member by a two-thirds vote at a meeting.

11. Committees. The President may select from the membership any committees and may by like vote 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, any such committee may make rules for the conduct of its business, 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.

PASSED by 2/3 vote of members
at the meeting on November 1, 1978.

Edward D. Toland, III
Edward D. Toland, III, Secretary

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