

BY LAWS

As Amended Through July 2, 2011

Article I

Management

Section 1. Management

The management of the business and affairs of the Corporation shall be in the hands of a Board of Directors, who shall be chosen by a majority vote of the Regular Membership in good standing (i.e., those who have paid their initiation fee in full, their annual dues and any charges or assessments duly imposed by the Board of Directors) present at the annual meeting of said Corporation. Each Regular Membership shall have one (1) vote.

Section 2. How Elected

At such annual meeting, the Corporation shall elect nine Directors, by ballot; three to serve for a period of three years, three to serve for a period of two years, and three to serve for a period of one year, or until their successors are elected and have qualified.

At subsequent annual meetings, the Corporation shall elect three Directors to serve for a period of three years or until their successors are elected and have qualified, and shall also elect such Directors as may be required to fill the unexpired term of any Director who has ceased to act as such prior to expiration of the term for which he was elected, so that a Board of nine Directors may be maintained with annual regular election of one-third of its membership. No Director may serve on the Board for more than three years consecutively.

Section 3. Composition of the Board of Directors

The Board shall consist of nine Directors who are members in good standing and who are property owners within the Quonochontaug Central Beach Fire District or the boundaries set forth in Article 11, Section 2, of the By-Laws of the Quonochontaug East Beach Association, Inc., as amended on August 21, 1965, which defines the geographical limits of the Quonochontaug East Beach Association. The following distribution of Directors was adopted, namely, that four members be from Quonochontaug East Beach Association, and four members from Quonochontaug Central Beach Fire District, and one from either.

Section 4. Vacancies

The Board of Directors shall have the power to fill any vacancy occurring in said Board for any cause other than the expiration of an elected term; provided, however, that such persons appointed to fill such vacancies shall only serve until the next annual meeting and that such appointment conforms with the requirements for the composition of the Board of Directors as outlined in Section 3 hereof.

Section 5.

Three consecutive unexcused absences of any Director from meetings of the Board shall constitute a resignation from office, and the vacancy thus caused may be filled in accordance with Sections 2, 3 and 4 hereof.

Section 6. Officers

At the first meeting of the Board of Directors after the annual meeting, which must be immediately after the close of the annual meeting, the Board of Directors shall proceed to organize by electing officers for the ensuing year. The officers of the Corporation shall be as follows: President, Vice-President, Secretary and Treasurer, who shall serve for one year. The President and Vice-President must be chosen from the Board of Directors. The Secretary and Treasurer may be chosen from the membership. A majority in number of the Board of Directors shall constitute a quorum.

Section 7. President

The President, and in his absence, the Vice-President, shall preside at all meetings of the Corporation or club, and at all meetings of the Board of Directors. The President shall have the power to appoint such committees as may be necessary, with the approval of the Board of Directors. Such committees shall act under the direction of the Board of Directors.

Section 8. Secretary

The Secretary shall keep a record of all meetings of the Corporation or club and the Board of Directors and perform the secretarial duties of same.

Section 9. Treasurer

The Treasurer shall collect and keep safely all funds of the Corporation or club and pay them out as provided in the By-Laws. At each of the annual meetings, he/she shall render a full and complete statement of the finances of the club for the preceding year, and such other statements from time to time as shall be required of him/her by the Board of Directors.

Section 10. Removal of Officers

The Officers of the club may be removed from office for cause by a two-thirds vote of the Board of Directors.

Section 11. Members' Meeting

The annual meeting of the Corporation or club for the selection of a Board of Directors and other business shall be held on the first Saturday or Sunday in July at a place and time designated by the President. A meeting of the Corporation or club may be called at any time by order of the President or by three Regular Memberships of the Board of Directors or by ten Regular Memberships on notification to the secretary, who shall notify all Regular Memberships in good

standing by mail at least ten days prior to the date for such special meeting. Twenty-five memberships shall constitute a quorum for all meetings.

Section 12. Vote

Each Regular Membership in good standing as defined in Article 1, Section 1 hereof shall be entitled to one vote at such meetings. Each Regular Membership entitled to a vote may vote at meetings of the Corporation by proxy duly authorized in writing and may specify the condition on which such proxy may be used. To promote orderly procedure, the Board of Directors may establish rules governing the giving and use of proxies. In case of dispute concerning any such rule, appeal may be taken to the next annual or special meeting of the membership, provided that rules enforced at the time any proxy is given shall govern its use and any change of rules on appeal to the membership shall have effect only with respect to future meetings, including adjournments of a meeting at which the rules were changed.

Section 13. Meetings of Directors

Regular meetings of the Board of Directors shall be held at the discretion of the President, although the Board shall meet at least once during the months of June, July and August. In addition, the President may conduct electronic conference call meetings as deemed necessary.

Article II

MEMBERSHIP

Section 1.

All regular members of the club shall be owners of houses within the Quonochontaug Central Beach Fire District or within the boundaries set forth in Article II, Section 2 of the By-Laws of the Quonochontaug East Beach Association, Inc. as amended on August 21, 1965, which defines the geographical limits of that association. All regular members must be members of QCBFD or QEBA. No more than two memberships may be based on ownership of one such house.

Section 2.

The membership of the club shall consist of 155 Regular Memberships. However, the Board of Directors, may in its sole discretion, admit additional persons to Regular Membership. Provisional memberships may be granted at the discretion of the Board of Directors.

Section 3. Regular Membership

Regular Membership shall be available to a family, which shall include the spouses and any child under 21 years of age as of June 30th of the calendar year. Within such family's membership and dependent upon it, the membership shall continue to include each unmarried child over 21 years of age as of June 30th of the calendar year upon payment of the additional annual fee specified in Article III. Regular membership shall be available to an individual over 21 years of age as of June 30th of the calendar year.

Section 4. Charter Membership

A Charter Member is a regular or former member listed in Schedule A to these By-Laws. The rights of a Charter Member and their children and grandchildren to Regular Membership under the original charter and By-Laws of the club shall be preserved, and they shall not be required to pay an initiation fee upon application for Regular Membership. Such children and grandchildren of Charter Members will be required to pay annual dues for Regular or Provisional Membership specified in Article III, Section 2 hereof.

Section 5. Provisional Membership

Provisional membership may be granted to the child or grandchild of a regular member. Such membership may include the spouse of the Provisional Member and any child under 21 years of age as of June 30th of the calendar year. Within such Provisional Membership and dependent upon it, the membership may include each child or grandchild of the Provisional Member over 21 years of age as of June 30th of the calendar year upon payment of the additional annual fee specified in Article III. The granting of Provisional Membership shall be for a one-year term. Each such membership and any renewal thereof shall be granted in the sole discretion of the Board of Directors. Provisional Membership ends automatically if the residency requirement of the member is not met as set forth in Article II, Section 1.

Section 6. Legacy Membership

The Legacy Membership will be granted to those person or persons who have maintained, in good-standing, a QTC membership for more than 10 years and are transferring the membership intra-family to a person or persons (maximum two memberships per household) who now legally own the same property. A copy of such legal documentation must be presented to the membership chair for review at the time the request is made. The initiation fee for such membership will be pro-rated to one-half of the Regular membership initiation fee as set by the Board.

Section 7. Waiting List

Membership is granted on a first come basis and may result in a waiting list. The only exception applies to a Charter Member.

Article III

DUES AND FEES

Section 1. Initiation Fee and Annual Dues

An Initiation Fee and Annual Dues for the Club shall be set at our Annual Meeting by vote of the Membership acting upon the recommendation of the Board of Directors. The Initiation Fee and Annual Dues set at the Annual Meeting shall be effective as of April 1st of the following year.

Section 2.

The Annual Dues shall be made payable in advance on or after April 1 of each year.

Section 3. Annual Dues

The Treasurer on or about April 1st will mail out dues bills. Dues will be payable by June 1st. If dues are not paid by the June 1st due date, such membership shall be considered delinquent and club privileges shall be suspended. The Treasurer shall mail a delinquent notice as soon as practicable in June. If, upon notification, the dues are not paid by July 1st, the Board may take action to terminate such Membership.

Section 4. Special Assessments

Regular Memberships shall vote on any proposal or proposals by the Board of Directors regarding any Special Assessment, which has been deemed by the Board to be a necessary expenditure.

Article IV

PRIVILEGES

Section 1. Resignation

Any member may resign from the club, but the resignation must be in writing and filed with the Secretary. Upon acceptance of the resignation by the Board of Directors, all member's rights, interests and privileges in or to the club or its property shall cease and terminate.

Section 2.

Regulations concerning guests, courtesies to be reciprocated with other clubs, conventions and business organizations, parking of cars and other business conducted on the club grounds shall be adopted by the Board of Directors acting as a governing or house committee. After adoption and posting of such rules and regulations, it shall be the duty of each member to observe the same unless an amendment is made by the Board of Directors after re-consideration of any rule or by the members at an annual or special meeting at which due notice of such proposed amendment shall have been given. The President with the advice and consent of the Board of Directors may appoint such other committees as may be necessary or useful in carrying out the functions of the club.

Article V

RULES AND REGULATIONS

Section 1. Use

Use of the tennis courts owned by the club is restricted to members in good standing and their qualified guests. Priority for weekend and holiday use of the courts is limited to adults unless parents are playing with their children or should the Board of Directors direct otherwise.

Section 2. Guests

Guests of members residing within twenty miles of the club are extended playing privileges only five times during the calendar year. Guests cannot use the courts without the attendance of the member playing tennis on the court.

Section 3. Dress


Players must wear shirts and tennis sneakers while playing on the courts.

Article VI

AMENDMENTS

These By-Laws may be modified, altered or amended by a two-thirds vote of the members present in person or by proxy at the annual meeting of the club, or at an adjourned session thereof or at a special meeting called for that purpose. Due notice

of any proposed modification, alteration, or amendment must be given to all regular members, giving the substance of such changes and providing a proxy ballot.



Attest _____

Marianne J. McNee, PRESIDENT July 2, 2011