

JFK FEDERAL FITNESS CENTER, INC.

BY-LAWS

ARTICLE I: NAME AND PURPOSE

Section 1: Name: The name of this organization is the JFK Federal Fitness Center, Inc. (JFKFFC). The principal office of the corporation shall be located at the JFK Federal Building, 15 Sudbury Street, Boston, MA 02203.

Section 2: Purpose: The purpose for which the JFKFFC is organized is to promote the health and well-being of its members by providing a wellness and fitness program and related activities through the JFKFFC.

Section 3: Organization: The JFKFFC is and shall remain a nonprofit organization, organized under the laws of the Commonwealth of Massachusetts.

ARTICLE II: MEMBERSHIP

Section 1: Membership: Membership shall be open to Federal, state, and city employees that work in the greater Boston, Massachusetts area; contractors and contract employees who work at the JFK Federal Building; and to other persons or groups of persons as approved by the Board of Directors. Membership privileges include voting rights. The JFKFFC is primarily for the benefit of Federal employees and only Federal members will be eligible to serve on the Board of Directors.

Section 2: Membership Term: A person's membership in the JFKFFC shall continue as long as: 1) dues are current, 2) the JFKFFC has approved the member's annual member application, and 3) membership has not been revoked or suspended by the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Membership: The Board of Directors of the JFKFFC shall consist of up to nine Federal members including the officers. The officers shall include a president, secretary and treasurer.

Section 2: Term of Office: The directors shall serve terms of three years unless they resign or are removed in accordance with the provisions of Section 5 of this Article.

Section 3: Elections: The Board of Directors shall post an annual notice to recruit candidates who are Federal members and who are willing to serve on the Board of Directors. This is meant to fill director vacancies that occur due to expiration of directors' three year terms or due to a director's resignation during the year. The Board of Directors will hold an election if there are more candidates than board vacancies. The notification and election will occur in November or December. All members may vote in the election which will be by secret ballot. The Board of Directors will elect officers by a majority vote at a regularly scheduled meeting in May of each year.

Section 4: Vacancies: Any vacancies which occur in the officer positions between the annual elections shall be filled by the Board of Directors upon a majority vote of the remaining directors.

Section 5: Removal: A director who fails to attend three regularly scheduled board meetings or who fails to carry out his/her assigned duties may be removed by a two-thirds vote of the members of the Board of Directors.

Section 6: Meetings: The president will plan agendas and schedule monthly meetings for the Board of Directors. The president may also schedule special meetings when deemed necessary. Board members shall be notified of any scheduled meeting, when feasible, at least 72 hours in advance.

Section 7: Quorum: The presence of a simple majority of the total filled director positions shall constitute a quorum. When there is a quorum, all matters put to a vote shall be decided by a majority of those directors present and voting, except for matters raised in Section 5.

Section 8: Power and Duties: The Board of Directors shall have the power and authority necessary to carry out the purpose for which the JFKFFC exists and to protect and preserve the interests of the JFKFFC, including, but not limited to:

- a. Contracting for any other service, equipment, or supplies it determines are needed by the JFKFFC that are not specified in the management contract.
- b. Setting the terms and conditions of membership, including dues and fee schedules.
- c. Establishing and enforcing rules and regulations for the use of the JFKFFC facilities and for participation in the JFKFFC programs and activities.
- d. Incorporating, liquidating, or dissolving the JFKFFC as it determines is appropriate.

Section 9: Compensation: Members of the Board of Directors shall not receive payment for services they render to the JFKFFC.

Section 10: Indemnification: Each director of the JFKFFC in consideration of his/her services as such, may be indemnified by the JFKFFC to the extent permitted by law against expenses and liabilities reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, to which he/she may be a party by reason of his/her past or present role in the JFKFFC, unless such action was a result of gross neglect or willful misconduct.

Section 11: Rules of Order: The rules contained within "Robert's Rules of Order" as revised, shall govern the Board of Directors in all matters to which those rules are applicable and for which said rules do not conflict with these By-Laws.

ARTICLE IV: AMENDMENTS TO BY-LAWS

These By-Laws may be amended by a majority vote of the Board of Directors.

Section 1: Conformity with Law: All the powers, authority, duties, and activities of the JFKFFC, its members, Board of Directors, employees, and agents shall be exercised or carried out only in conformity with these By-Laws and all applicable laws, ordinances, and regulations of the United States, the Commonwealth of Massachusetts, and the City of Boston.

Section 2: Annual Report, Records and Accounts: The treasurer shall prepare monthly financial reports, an annual financial report, and all required city, state, and Federal filings for the JFKFFC. These reports, filings, and all the JFKFFC records and books of account shall be maintained by the secretary and the treasurer of the Board of Directors at the principal office of the JFKFFC. With the exception of members' health and fitness records, these records may be inspected by any member upon request.