

BYLAWS
OF
HINGHAM WOMEN'S CLUB, INC.

ADOPTED: OCTOBER 12, 2013

REVISED: OCTOBER 12, 2023

SECTION I.

ARTICLES OF ORGANIZATION, LOCATION, AND FISCAL YEAR

- 1.1 Articles of Organization. The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-Laws, the powers of the corporation and of its directors and officers, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.
- 1.2 Purpose. The purpose of Hingham Women's Club, Inc. ("HWC") is to be a charitable organization promoting community welfare.
- 1.3 Mission. Hingham Women's Club is an organization of women that serves the Hingham and South Shore communities, providing charitable giving, direct community service, and social opportunities for its members.
- 1.4 Vision. Our Vision is to have a local community well served, through partnerships, for those in need.
- 1.5 Location. The principal office of the corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may change the location of the principal office in The Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
- 1.6 Corporate Seal. The directors may adopt and alter the seal of the corporation.
- 1.7 Fiscal Year. The fiscal year of the corporation shall end on June 30 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

- 1.8 Annual Meeting. The annual meeting of the corporation shall be held not later than the last day of May at such time and place, as the directors shall designate.
- 1.9 Gender. The personal pronoun "he" or possessive pronoun "his", when appropriate, shall be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female.

SECTION 2. **MEMBERSHIP**

- 2.1 Membership Requirements. The corporation shall have members by virtue of membership only. Membership is open to any woman over the age of 21 who supports the purpose of Hingham Women's Club. Membership is established by the payment of an annual or biennial membership fee. All memberships are subject to renewal, except Lifetime Memberships.
- 2.2 Membership Rights. These members shall not have any voting rights. No membership or right arising from membership is transferable. A Member may choose not to renew her membership or may cancel at any time. No dues refunds shall be issued. Any action or vote required or permitted by M.G.L. ch. 180 to be taken by members shall be taken by action or vote of the same percentage of directors in accordance with M.G.L. ch. 180, §3.

SECTION 3. **SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION**

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve only in an honorary capacity and, except as the directors shall otherwise designate, 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.

SECTION 4. **BOARD OF DIRECTORS**

- 4.1 Powers. The corporation shall have a board consisting of directors who shall have the power and duties of a board of directors under Massachusetts law. The directors

shall be responsible for the general management and supervision of the business and affairs of the corporation.

- 4.2 Number and Election. The number of directors initially shall be determined by the incorporator. Thereafter, the directors shall consist of a number not less than five (5) and not more than nine (9) and shall be elected by a majority of the directors then in office at the annual meeting or at a special meeting called for the purpose of electing directors. In the event of the occurrence of any vacancy or vacancies in the board of directors, however caused, the remaining directors, though less than five (5) directors, may, by the vote of a majority of their number, fill any vacancy or vacancies for the unexpired term. The number of directors may be increased or decreased from time to time by a two-thirds (2/3) vote of a majority of the directors then in office.
- 4.3 Composition and Eligibility. The board shall be composed of a president, a vice president, a treasurer, a secretary, a board advisor, and up to two (2) members-at-large. All directors shall be active members in good standing.
- 4.4 Term of Office. Directors shall hold office for one-year terms or until the director sooner dies, resigns or is removed. The terms for the initial directors shall be determined by the incorporator. Thereafter, the board of directors shall vote on incoming directors on a yearly basis prior to the annual meeting. With the exception of treasurer and secretary, all other officers and directors may serve up to three consecutive one-year terms in any board positions. After three consecutive one-year terms, an officer or director will be required to leave the board for one year prior to being elected to a new board position. Any years spent serving as treasurer or secretary before the term limit commences do not count towards the 3-year term limit. Under extenuating circumstances, exceptions to the term of office limits may be approved by a two-thirds (2/3) vote of a majority of the directors then in office. After 5 years, anyone who serves in the role of treasurer or secretary exclusively, will be required to leave the board for one year prior to being elected to a new board position.
- 4.5 Nominating Committee. The Nominating Committee shall be responsible for presenting a slate of nominees to the board for all board positions annually, at least two (2) weeks prior to the annual meeting. The nominating committee shall consist of at least two (2) and no more than three (3) directors to be appointed by the board by a two-thirds (2/3) vote of a majority of the directors then in office.
- 4.6 Regular Meetings. The directors shall meet annually on the date of the annual meeting or at such earlier or later date as the directors may determine from time to time. Other regular meetings of the directors may be held at such places and at such times as the directors may determine.

- 4.7 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the chair of the board of directors (or if there be no such chair, the president or co-presidents) or by two or more directors.
- 4.8 Notice of Meetings. Notice of the time and place of each meeting of the directors shall be given to each director by mail or electronic transmission at least seven days before the meeting, addressed to her at her usual or last known business or residence address. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by her (or her authorized attorney) before or after the meeting, 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 her. Neither such notice nor waiver of notice need specify the purpose of the meeting, unless otherwise required by law, the Articles of Organization or these By-Laws.
- 4.9 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 4.10 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-Laws. If any vote results in a tie, the president has the power to break the tie.
- 4.11 Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

SECTION 5.

OFFICERS AND AGENTS

- 5.1 Number and Qualification. The officers of the corporation shall be a president, vice president, treasurer, secretary, and such other officers, if any, as the directors may determine. If there are co-presidents, the directors may choose not to elect a vice president. The corporation may also have such agents, if any, as the directors may appoint. An officer may, but need not, be a director. The secretary shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

- 5.2 Election. The president(s), vice president, treasurer, secretary, board advisor, and any members-at-large shall be elected annually by majority vote of the directors at their annual meeting. Other officers, if any, may be elected by the directors at any time.
- 5.3 Tenure. The president, vice president, treasurer and secretary shall each hold office until the next annual meeting of the directors and until her successor is chosen and qualified, and each other officer shall hold office until the annual meeting of the directors unless a shorter period shall have been specified by the terms of her election or appointment, or in each case until he sooner dies, resigns, or is removed. See section 4.4 for additional requirements.
- 5.4 Chair of the Board of Directors. The chair shall be the president or co-presidents.
- 5.5 President and Vice Presidents. The president(s) shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The vice president, if any, shall have such duties and powers as the directors shall determine. The vice president, shall have and may exercise all the powers and duties of the president(s) during the absence of the president(s) or in the event of her inability to act.
- 5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. She shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. She shall also be in charge of its books of account and accounting records, and of its accounting procedures. It shall be the duty of the treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. She shall have such other duties and powers as designated by the directors or the president(s).
- 5.7 Secretary. The secretary shall record and maintain records of all proceedings of the directors in a book, series of books, or electronic documentation kept for that purpose, which documentation shall be kept within the Commonwealth at the principal office of the corporation or at the office of its secretary or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such documentations shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-Laws and names of all directors and the address of each. If the secretary is absent from any meeting of directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

- 5.8 Board Advisor. The board advisor shall be a member who has been a member of HWC for at least two years and has served for at least one year as an officer, director, or program chair.
- 5.9 Members-at-Large. Members-at-large shall be members who may or may not have served as an officer, advisor, or program chair.

SECTION 6.

RESIGNATIONS, REMOVALS AND VACANCIES

- 6.1 Resignations. Any director or officer may resign at any time by delivering her resignation in writing to the chair of the board, if any, or the president(s) or the secretary or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.
- 6.2 Removals. A director may be removed with or without cause by a two-thirds (2/3) vote of a majority of the directors then in office (not including herself). An officer may be removed with or without cause by the vote of a majority of the directors then in office (not including herself). Any program chair or member may be removed with or without cause by the vote of a majority of the directors then in office (not including herself). Notice of the removal shall be given to the director, officer, program chair or member by mail or electronic transmission, addressed to her at her usual or last known email, business or residence address.
- 6.3 No Right to Compensation. No director, officer, executive committee member or member shall have the right to receive compensation.
- 6.4 Vacancies. Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the directors by a two-thirds (2/3) vote of a majority of the directors then in office. The directors shall elect a successor if the office of the president(s), vice president, treasurer or secretary becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president(s), treasurer and secretary until her successor is chosen and qualified, or in each case until he sooner dies, resigns, or is removed. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

SECTION 7.

COMMITTEES

- 7.1 Committees. The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, the Executive Committee (if any) shall have the power to act on all matters requiring prompt action between meetings of the directors except for such matters as are specified in Section 55 of Chapter 1568. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.
- 7.2 Junior Committee Chair Appointments. The directors may, at their discretion, approve and appoint female committee chairs who are between the ages of 14 and 20 for the purpose of performing volunteer work on behalf of HWC. These volunteers will not be considered members and will not be subject to membership requirements.

SECTION 8.

EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president(s) or by the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president(s) or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the corporation.

SECTION 9.

COMPENSATION; PERSONAL LIABILITY

- 9.1 Compensation. No director, officer, executive committee member or member shall have the right to receive compensation.
- 9.2 No Personal Liability. The directors, officers, executive committee member(s), member(s), volunteer(s) and/or agent(s) of HWC shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the

corporation, may look only to the funds and property of the corporation 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 the corporation.

SECTION 10.

INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served at any time as a director, executive director, president(s), vice president, treasurer, assistant treasurer, secretary, assistant secretary or other officer of the corporation, volunteers, members and/or agents or at its request as a director or officer of any organization, or at its request in any capacity and may indemnify against all liabilities and expenses, including, without limitation, amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which she may be involved or with which she may be threatened, while in office or thereafter, by reason of her being or having been such a director or officer, except with respect to any matter as to which she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that her action was in the best interests of the corporation, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification shall be approved:

(i) by a majority vote of a quorum consisting of disinterested directors;

(ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the board of directors consisting of all the disinterested directors;

(iii) if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that her action was in the best interests of the corporation;

(iv) or by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including, but not limited to, counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to

time by the corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of her good faith belief that he has met the standard of conduct necessary for indemnification under this Section, and (b) an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Section, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any rights to indemnification to which corporate personnel other than the persons designated in this Section may be entitled by contract, by vote of the board of directors, or otherwise under law.

As used herein the terms "person," "director," "officer," and "agent" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereon, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

SECTION 11.

DISSOLUTION

Distribution Upon Dissolution. Upon termination or dissolution, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

SECTION 12:

AMENDMENTS

These By-Laws may be altered, amended or repealed by a two-thirds (2/3) vote of a majority of the directors then in office.