

By-laws of  
EDUCATE HOPKINTON, INC.

a non-profit corporation organized pursuant to the laws of the Commonwealth of Massachusetts

Adopted July 13, 2011

ARTICLE I

The name of this organization shall be EDUCATE HOPKINTON, INC.

ARTICLE II - Purpose

The corporation is organized to promote social welfare and engage in activities to further the common good and general welfare of the residents of the Town of Hopkinton, Commonwealth of Massachusetts by bringing about civic betterment and social improvements and primarily to promote support, financial and otherwise, for the town services and the public schools of the Town and enhancing the quality of life and the quality of education offered in its public schools. The corporation shall seek, in connection therewith, enactment of legislation germane to the goals of this organization and will engage in activities to support and promote its goals. The corporation will not engage or participate, directly or indirectly, in political campaigns on behalf of or in opposition to any candidate for public office. The corporation may engage or participate directly or indirectly in non-partisan political campaigns on behalf of or in opposition to issues in line with the corporation's goals including but not limited to town or school budget overrides, debt exclusions or town charter changes.

ARTICLE III - Membership

There shall be one class of members. Any resident of the Town of Hopkinton may become a member by signing up to receive the Educate Hopkinton, Inc. e-newsletter, either in person or on the website of Educate Hopkinton, Inc at [www.educatehopkinton.com](http://www.educatehopkinton.com). Any person who is not a resident of the Town of Hopkinton may sign up to receive the Educate Hopkinton, Inc. e-newsletter but shall not be considered a member. There shall be no dues or other membership fees. Without amendment of these By-laws, the Directors have the authority to establish reasonable dues when in their judgment such dues are necessary and appropriate for the furtherance of the corporation's purpose.

No member may be expelled for reason other than conduct determined by no fewer than two-thirds of the Directors to be materially and seriously prejudicial to the purposes of the Corporation.

ARTICLE IV – Meeting of Members

An Annual Meeting of the members shall be held after the third Monday in May (the date of the Hopkinton Annual Town Election) but no later than June 30, on such date and at such time and place as the Directors may designate. Notice of the meeting shall be given to the entire membership by email, in accordance with the provisions of Article XIV, or by notice sent through the United States Postal Service or by personal delivery. Such notice shall be sent not less than ten (10) or more than ninety (90) days before the date of such meeting. Proxy voting at any meeting of members shall not be permitted. A quorum for the conduct of such meeting shall be not less than five (5) members in good standing.

A Special Meeting of the members may be called by the President, a majority of the Board of Directors, or not less than ten (10) percent of the members. Notice of a Special Meeting shall state the purpose of the call of the meeting and such meeting shall be limited to the purpose. Such notice shall also state by whom the meeting is being called.

#### ARTICLE V - Board of Directors

Subject to the provisions and limitations of Massachusetts General Laws Chapter 180, and by reference therein, to Massachusetts General Laws Chapter 156B and any other applicable laws, and subject to any limitations of the Articles of Organization or By-laws regarding actions that require approval of the members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of a Board of Directors.

Without prejudice to the general powers set forth above, but subject to the same limitations, the Board of Directors shall have the power to: appoint and remove, in its discretion, all the corporation's agents and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Organization, and with these By-laws; and fix their compensation.

Members in good standing of this Corporation are qualified to be Directors. There shall be not less than seven (7) and not more than fifteen (15) Directors. Initially there shall be seven (7) Directors, all of whom shall be designated in the Articles of Organization. The Directors may, by a majority vote and in their sole discretion and at any time they determine, increase the number of Directors to fifteen (15).

Directors shall be elected for a two- (2-) year term and continuing until the installation of their successors. There shall be no limit on the number of terms a Director may serve.

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 corporation. An email sent by a Director to the President and actually received shall be considered a writing for the purposes of this section. Such consents shall be treated for all purposes as a vote at a meeting.

#### ARTICLE VI - Election of Directors

No later than one (1) month before the Annual Meeting, the President shall, with the advice and consent of the Board, form a nominating committee of three (3) members with at least one (1) being from the Board.

The nominating committee shall submit its slate of candidates for each open position on the Board of Directors one (1) week before the Annual Meeting. The list shall be filed with the President and Clerk. The list shall be sent as part of the notice of the next Annual Meeting.

Election of Directors shall be at the Annual Meeting and may be by voice or written ballot as the Directors shall determine.

Vacancies shall exist on the occurrence of the following: death, resignation, change of legal residence to outside of the Town of Hopkinton or the vote of the majority of the members to remove

a Director. A Director who has missed four (4) consecutive Board meetings without notice to the President or Clerk of reasonable cause may at the discretion of the majority of the Board of Directors be asked to resign from the Board and the remaining Board members may declare his/her seat to be vacant.

In the event of a vacancy on the Board of Directors, another member shall be appointed by the Board of Directors to fill out the term.

#### ARTICLE VII - Meetings of the Board of Directors

All meetings shall be open to the general membership, excepting meetings that are designated as Executive Sessions for the purpose of but not limited to questions of personnel, litigation and contracts.

The Board of Directors need not hold regularly scheduled meetings but, in its discretion, may schedule regular meetings. Meetings of the Board of Directors may be called by the President or any three (3) Directors. The person or persons authorized to call meetings of the Board may fix any place, within the Town of Hopkinton, as the place for holding any meeting of the Board called by them. A quorum for the conduct of such meeting shall be not less than three (3) Directors.

#### ARTICLE VIII - Officers of the Corporation

The Officers of the Corporation shall be President, Clerk, and Treasurer. Officers of the Corporation shall be elected by the Board of Directors and shall serve terms of two (2) years or until their successors are installed.

For cause, officers may be removed from that particular office by no less than two-thirds vote of the members of the Board.

The President shall preside at all meetings of the Corporation, shall be Chairperson of the Board of Directors, shall be the chief administrative officer of the Corporation at its Annual and any Special Meeting, and may also sign checks.

In the absence of the President another Director designated by the President shall perform the duties of the President.

The Clerk shall record the minutes of the Annual, Special, and Board meetings and perform such other duties as the President or Board of Directors may assign.

The Treasurer shall be the chief financial officer of the Corporation and shall have the general care and custody of all securities and funds of the Corporation. The Treasurer shall also collect and disburse the funds of the Corporation; present a financial report at each meeting of the Board of Directors and of the general membership; be authorized to sign checks of the Corporation. The Treasurer shall present the proposed budget of the Corporation to the Board and to the general membership.

## ARTICLE IX - Standing Committees

The President may from time to time appoint, subject to the approval of the Board of Directors, such standing or temporary committees as may be deemed suitable, necessary, or convenient to accomplish, or to aid in accomplishing, the purposes of the Corporation. The powers and duties and the length of service of the members of such committees shall be prescribed by the Board of Directors, except as otherwise provided in these By-laws.

## ARTICLE X - Contracts, Checks, Deposits and Funds

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or President.

All funds of the Corporation shall be deposited in a timely manner, not to exceed 30 days upon receipt, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. All bills must be paid within 30 days of receipt by the Treasurer.

The Board of Directors may accept on behalf of the association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

The Board of Directors shall have the power to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by statute, and give other indemnification to the extent permitted by law.

## ARTICLE XI - Books and Records

The Corporation shall keep correct and complete books and records of accounts, minutes of the proceedings of the membership and Board of Directors and shall keep a record giving the names and email addresses of the members entitled to vote. Such records shall be kept by current officers in charge of maintaining these records.

## ARTICLE XII - Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE XIII – Amendments

These By-laws can be amended at any meeting of the Corporation by a two-thirds vote of the membership present and voting, provided that the amendment has been submitted in writing first to the Board and a written notice, delivered according to the provisions of Article XIV, has been sent to each member. These By-laws may also be amended by a majority of the Board of Directors voting on the issue at a Board Meeting. Any such amendments shall remain in full force and effect unless altered, amended or rejected by the members at the Annual Meeting following the adoption by the Board of Directors. The Board of Directors shall adopt procedural guidelines governing the submission of any such amendment proposals and shall provide for reasonable notice to each Director prior to a vote being taken on the proposed amendment.

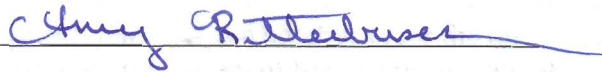
ARTICLE XIV – Miscellaneous

Unless otherwise specified in these By-laws, any vote required to be taken by the Board shall be by a majority of those present and voting in order to carry. The Directors may adopt a procedure to allow for proxy votes on any matter to be voted on by the Board.

All notices required to be given to any member pursuant to these Bylaws shall be presumed to have been delivered to the member when sent by email to the email address given by the member at the time of membership application or to such email address as the member may subsequently furnish to the President or Clerk of the corporation.

ADOPTION OF BYLAWS

Adopted by the Board of Directors by resolution and vote of all directors on July 13, 2011.



Amy Ritterbusch, President

  
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Tara Sanda, Treasurer

  
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Erin Graziano, Clerk/Secretary

  
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Kristy Willadsen, Clerk/Secretary