

AG# 058574

2015

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**COPY**



**The Commonwealth of Massachusetts  
William Francis Galvin**

Minimum Fee: \$35.00

Secretary of the Commonwealth, Corporations Division  
One Ashburton Place, 17th floor  
Boston, MA 02108-1512  
Telephone: (617) 727-9640

Special Filing Instructions

**Articles of Organization**

(General Laws, Chapter 180)

Federal Employer Identification Number: 001118693 (must be 9 digits)

**ARTICLE I**

The exact name of the corporation is:

HINGHAM MOTHERS' CLUB, INC.

**ARTICLE II**

The purpose of the corporation is to engage in the following business activities:

THE HINGHAM MOTHERS' CLUB IS AN ORGANIZATION FOCUSED ON COMMUNITY SERVICE, SPECIFICALLY SERVING OUR HINGHAM COMMUNITY.

**ARTICLE III**

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

THE CORPORATION SHALL BE COMPOSED OF MEMBERS. HOWEVER, ANY VOTE OR ACTION AS REQUIRED OR PERMITTED BY M.G.L. C. 180 SHALL BE TAKEN BY ACTION OR VOTE OF THE SAME PERCENTAGE OF DIRECTIONS IN ACCORDANCE WITH M.G.L. C. 180 SECTION 3. SEE BYLAWS.

**ARTICLE IV**

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

*(If there are no provisions state "NONE")*

SEE BYLAWS.

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

**ARTICLE V**

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

**ARTICLE VI**

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the

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Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

### ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in Massachusetts is:

No. and Street: [REDACTED]  
City or Town: HINGHAM State: MA Zip: 02043 Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	ELIZABETH DEININGER	[REDACTED] [REDACTED] [REDACTED] MA	June 2015
TREASURER	KERRI O'NEIL	[REDACTED] [REDACTED] [REDACTED]	June 2014
CLERK	JULIE SHELSY	[REDACTED] [REDACTED] [REDACTED]	June 2014
VICE PRESIDENT	ALISON G. FABELLA	[REDACTED] [REDACTED] [REDACTED]	June 2014
DIRECTOR	CHERYL RUSSO	[REDACTED] [REDACTED] [REDACTED]	June 2014

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:  
June

d. The name and business address of the resident agent, if any, of the business entity is:

Name: ELIZABETH DEININGER  
No. and Street: [REDACTED]  
City or Town: HINGHAM State: MA Zip: 02043 Country: USA

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:  
[REDACTED]

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address

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(es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 16 Day of October, 2013. *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

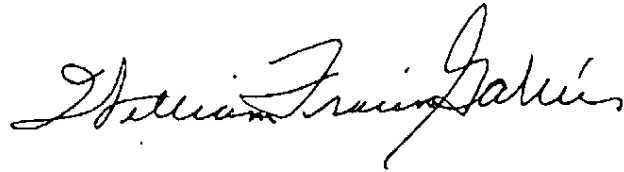
ALISON G. FABELLA 

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

October 16, 2013 03:48 PM

A handwritten signature in cursive script, reading "William Francis Galvin".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

**The Officers and Directors of the Hingham Mothers' Club, Inc. as of October 2, 2015 are as follows:**

<b>Title</b>	<b>Individual Name</b>	<b>Address</b>	<b>Term expires</b>
PRESIDENT (Co-President)	CHERYL RUSSO	[REDACTED]	06-01-2016
VICE PRESIDENT (Co-President)	ROBYN BLATCHLEY	[REDACTED]	06-01-2016
TREASURER	GRETCHEN AMONTE	[REDACTED] MA	06-01-2016
CLERK (Secretary)	SARAH ELLIS	[REDACTED]	06-01-2016
ASSISTANT CLERK (Assistant Secretary)	SUZANNE KRACUNAS	[REDACTED]	06-01-2016
DIRECTOR (Advisor)	ELIZABETH DEININGER	[REDACTED]	06-01-2016

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BY-LAWS  
OF  
HINGHAM MOTHERS' CLUB, INC.

SECTION 1.

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 the Hingham Mothers' Club, Inc. ("HMC") is to promote civic and community welfare and sociability. The Hingham Mothers' Club, Inc. supports local families, students, and seniors in our community.

1.3 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.

1.4 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.5 Fiscal Year. The fiscal year of the corporation shall end on the June 30 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

1.6 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.

1.7 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.**

**NO MEMBERS**

The corporation shall have members by virtue of membership only. Membership is established by the payment of an annual membership fee. These members shall not have any voting rights. Any action or vote required or permitted by M.G.L. ch. 180 to be taken by members shall be

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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 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 at the annual meeting.

4.4 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.

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4.5 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the chairman of the board of directors (or if there be no such chairman, the president or co-presidents) or by two or more directors.

4.6 Notice of Meetings. Notice of the time and place of each meeting of the directors shall be given to each director by mail, facsimile or electronic transmission at least seven days before the meeting addressed to him at his 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 him (or his 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 him. 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.

4.7 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.

4.8 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.

4.9 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 or co-presidents, vice president treasurer, clerk 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 clerk 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.



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5.2 Election. The president(s), vice president, treasurer and clerk 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(s), vice president, treasurer and clerk shall each hold office until the next annual meeting of the directors and until his 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 his election or appointment, or in each case until he sooner dies, resigns, or is removed.

5.4 Chairman of the Board of Directors. The chairman 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 or vice presidents, 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 his 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. He shall have such other duties and powers as designated by the directors or the president(s).

5.7 Clerk. The clerk shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books 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 clerk is absent from any meeting of directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

## **SECTION 6.**

### **RESIGNATIONS, REMOVALS AND VACANCIES**

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6.1 Resignations. Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, or the president(s) or the clerk 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 himself). An officer may be removed with or without cause by the vote of a majority of the directors then in office (not including himself).

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 clerk 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 clerk until his 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 156B. 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.

## **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.

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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 the HMC 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, clerk, assistant clerk 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 with respect to any employee benefit plan, and may indemnify an employee or other agent who has so served, 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 him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan), in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or

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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 his action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or

(iv) 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 his 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," "employee," 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

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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.**  
**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.