

By-laws of  
EHOP – EDUCATE • ENGAGE • EMPOWER - HOPKINTON, INC.

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

Adopted July 13, 2011  
Amended June 29, 2013  
Amended June 14, 2017  
Amended August 26, 2018  
Amended October 12, 2023

ARTICLE I

The name of this organization shall be eHop - educate • engage • empower - Hopkinton, Inc., hereinafter referred to as eHop.

ARTICLE II - Purpose

eHop is organized and operated exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. eHop provides, as a public benefit, unbiased nonpartisan information about local issues, elections, the voting process, and what residents can do to have an impact on their government in the Town of Hopkinton, Commonwealth of Massachusetts. Notwithstanding any other provision of these Articles, eHop shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of eHop shall be attempting to influence legislation. 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.

ARTICLE III - Membership

Section 1: There shall be one class of members. Any resident of the Town of Hopkinton may become a member by signing up to receive the eHop e-newsletter, either in person or on the website of eHop at [www.ehop.org](http://www.ehop.org). Any person who is not a resident of the Town of Hopkinton may sign up to receive the eHop 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.

Section 2: 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.

Section 3: In addition to its e-newsletter and website, eHop may, at the discretion of the Board of Directors, maintain a presence on various Social Media networks, including, but not limited to a Facebook Page and an Instagram Profile. A resident of Hopkinton who follows eHop on a social media network shall not be considered a member unless they also meet the conditions specified in Section 1 above. The Board of Directors may vote to establish rules and guidelines for each social

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media network, including but not limited to the following of other users, the moderation and removal of comments and the banning of followers.

#### ARTICLE IV – Annual Meeting of Directors

An Annual Meeting of the directors shall be held after the third Monday in May (the date of the Hopkinton Annual Town Election) but no later than August 31, 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 three (3) or more than ninety (90) days before the date of such meeting. Proxy voting at any meeting of directors shall not be permitted. A quorum for the conduct of such meeting shall be not less than five (5) directors in good standing.

A Special Meeting of the directors may be called by the President, or a majority of the Board of Directors. 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 five (5) 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

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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 Directors 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, Vice 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 the Board of Directors.

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

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Directors; 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 Board of Directors and shall keep a record giving the names and email addresses of the members. 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 August and end on the last day of July in each year.

#### ARTICLE XIII – Amendments

These By-laws may 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 Board of Directors at the Annual Meeting. 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

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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.

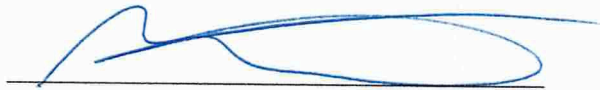
All notices required to be given to any member pursuant to these Bylaws shall be presumed to have been delivered to the member when sent by email to the email address given by the member at the time of membership application or to such email address as the member may subsequently furnish to the President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

#### ARTICLE XV - Dissolution

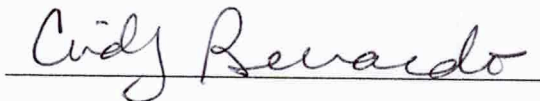
In the event of the merger or dissolution of eHop for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of eHop shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of eHop and its affairs, to any Hopkinton based organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

#### ADOPTION OF BYLAWS

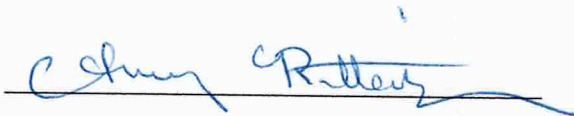
Adopted by the Board of Directors by resolution and vote of all directors on October 12, 2023.



Maria Elyse Barrett Mihajloski, President



Cindy Bernardo, Treasurer



Amy Burns Ritterbusch, Clerk/Secretary