

# **BYLAWS PORTUGUESE CLUB OF HUDSON, INC.**

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### **ARTICLE I. SEAL AND FISCAL YEAR**

The seal shall be circular in form with the name of the corporation and year and state of the incorporation around the periphery, with the emblem of the corporation within. The fiscal year shall commence on the first day of January of each year or such other date as the directors may determine.

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### **ARTICLE II. PURPOSE**

The purpose of the organization is to: promote the Portuguese language and culture; foster civic participation and responsibility among its members; promote and provide educational opportunities to its members and families; conduct charitable and benevolent activities; maintain the Portuguese cultural traditions, including the Feast of its patron Saint "Our Lady of Fatima," and the "Holy Ghost" festivals among others; to encourage its members and others in the area to participate in the arts, especially music, through classes and inclusion in the Club's Band; to establish and maintain reading and classrooms, and provide space for social meetings; maintain and protect all articles of historical significance to the Portuguese-American citizens of Hudson, MA; provide areas and support to foster and encourage its members to engage in athletic exercises and sports; and to foster a spirit of multiculturalism among the residents of Hudson, MA.

### **ARTICLE III. MEMBERSHIP**

#### **Section 1. Enumeration**

The initial members of the corporation shall be those individuals elected by the incorporator. Thereafter, members may, by vote of the membership, elect from time to time additional members of the corporation, upon sponsorship by a member in good standing, and approved by majority vote of the General Assembly. All members must be at least 18 years of age, except if they are part of a family membership.

#### **Section 1.1 Classes of Members**

*The corporation is composed of the following classes of membership*

**INDIVIDUAL MEMBERSHIP** – Individual members are those persons admitted to individual membership, and who are at least 18 years of age.

**FAMILY MEMBERSHIP**- A family unit composed by a couple or by a head of the family and all children under the age of 18, or under the age of 21 if attending college. For the purpose of establishing a quorum a family membership will count as one member. Nevertheless, both family members have a right to participate in the membership assembly meetings and each will have the right to vote. Family member's children may participate in the assembly meetings, but will not have the right to vote.

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**HONORARY MEMBERSHIP** – *Honorary members are those individuals that by their services and honor to the corporation have been designated by majority vote of the General Assembly as Honorary members. Honorary members have all the rights attributed to members, but will not be counted for the establishment of a quorum.*

**MEMBERS OF MERIT** – *Members of merit are those individuals that by their professional services to the corporation have been designated as Members of Merit by majority vote of the General Assembly. Members of Merit have all rights attributed to the members but will not be counted for the establishment of a quorum.*

### **Section 2 – Dues and Exemptions**

Members in good standing are those who have paid their dues, if any, in full, by the last day of February of each year. Any member who is not in good standing may regain their membership status by paying all past dues and any applicable fees, as determined by vote of the membership. All members who reach the age of 65 are exempt from paying dues, as long as they have been members in good standing during the last five consecutive years. The exemption from paying dues takes effect in the year subsequent to his or her 65<sup>th</sup> anniversary. Family members are exempt from paying dues when both members of the couple, or when the head of the family, if not a couple, attain the age of 65, after having been in good standing during the last five consecutive years. Honorary Members and Members of Merit are exempt from paying dues, after having been attributed those honorary titles.

### **Section 3. Resignation**

Any member may resign at any time by giving notice of his or her resignation in writing to any officer or director of the corporation.

### **Section 4. Removal**

Members may be removed from membership at any time with or without cause by a majority vote of the members.

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## **ARTICLE IV. ORGANIZATIONAL STRUCTURE**

### **Section 1. Enumeration**

The corporation shall consist of three entities: the General Assembly, the Board of Directors, and the Oversight Committee. The Board of Directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporations, or such other title as they deem appropriate, except those that are attributed by vote of the General Assembly.

### **Section 2. Qualifications**

Any elected officers of the corporation must be a member in good standing. No member may hold more than one elected office. The clerk of each respective entity shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.

### **Section 3. General Assembly**

All members in good standing comprise the general assembly and are eligible to vote on all matters before meetings of the members. The general assembly shall elect biannually a chairman, a vice-chairman, and a secretary.

### **Section 4. Board of Directors**

The Board of Directors shall consist of a minimum of five (5) directors up to a maximum of seven (7) directors and shall be comprised minimally of a president, vice-president, treasurer, clerk, and register. All directors shall be elected biannually by the General Assembly in accordance with the provisions of these by-laws. Upon approval hereof the board of directors serving the 2008-2010 term shall have authority to fill any pre-existing vacancy and/or to fill any vacant director position created hereby for the remainder of its term unless such position is otherwise filled upon a vote of the General Assembly.

### **Section 5. Oversight Committee**

The oversight committee shall be comprised of three members and two associate members that shall be elected by the general assembly for three-year overlapping terms, so that the term of office of at least one member expires each year. The member with the most seniority in office shall be the chief auditor and the other two permanent members

shall be assistant auditors. The two associate members shall substitute for any absent permanent member, and will only have a right to vote when acting in that capacity.

#### **Section 6. Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation**

Persons or groups of persons designated by the Board of Directors as Sponsors, Benefactors, Contributors, Advisors or Friends of the Corporation, or such other title as the Board deems appropriate, shall except as the general Assembly shall otherwise determine, serve in as members of professional merit relative to the title given and services performed. They shall not have the right to vote in any meetings of the corporation, are not counted for the establishment of a quorum, and shall have no other rights and responsibilities.

#### **Section 7. Resignation**

Any elected officer may resign at any time by giving his or her resignation in writing to the chair of its respective entity.

#### **Section 8. Removal of Elected Officers**

Any elected officer of the corporation may be removed from office at any time with or without cause by a majority vote of the officers of its respective entity then in office or by a majority vote of the members.

#### **Section 9. No Right to Compensation**

No elected officer shall have any right to compensation.

#### **Section 10. Vacancies**

Continuing officers may act despite a vacancy or vacancies in the entity and shall for this purpose deemed to constitute the full entity. Any vacancy, however occurring, may be filled by the continuing officers of that entity for the remainder of the term of office, unless previously filled by the general assembly.

#### **Section 11. Elections**

The election of officers shall occur at the quarterly meeting in October. Those elected officers shall assume the duties and responsibilities of their respective offices at the following annual meeting in January. The board of directors shall be elected as a slate, as proposed by the candidate for president.

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### **ARTICLE V. MEETINGS OF THE MEMBERS**

#### **Section 1. Place**

All meetings of the members shall be held at such place within the United States of America as is named in the call. Any expenses resulting from meeting outside the headquarters of the Club Portuguese of Hudson, Inc. shall be paid by the participants.

#### **Section 2. Annual Meeting**

The annual meeting of the members shall be held on the third Sunday in January and shall be called by the chairman of the general assembly. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

#### **Section 3. Quarterly Meetings**

The quarterly meetings of the members shall be held on the third Sunday in April, July, and October and shall be called by the chairman of the general assembly. In the event a quarterly meeting is not held on such date, a special meeting in lieu of the quarterly meeting may be held with all the force and effect of a quarterly meeting.

#### **Section 4. Special Meeting**

Special meetings of the members may be requested by the president or by any director, by the oversight committee, or by a petition of 25 members and shall be called by the chairman of the general assembly, or in case of death, absence, incapacity or refusal of the chairman, by any other officer of the general assembly. In case none of the officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of said member or members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

#### **Section 5. Notice**

All quarterly meetings of the members shall be called by giving at least seven days notice to each member, stating the place, day and hour for the meetings and purpose thereof. Notices shall be mailed postpaid to or delivered at the address of the members as they appear on the books of the corporation. The mailing of notices can be substituted by

communication via internet, for those members who have indicated in their membership application or renewal, that they have an email address and accept to be notified by that medium. Whenever notice of a meeting is required to be given to a member under applicable law, the articles of organization or these bylaws, a written or electronic waiver thereof, executed before or after the meeting by such member or his or her attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice. Notwithstanding the forgoing, the notice of the annual meeting shall be given to all members at least thirty days before such meeting.

#### **Section 6. Quorum**

A quorum shall be constituted by the attendance of at least ten percent of all members in good standing, except those who do not count toward the establishment of a quorum. Except for the annual meeting, if a quorum is not established at the start of the meeting, that meeting can proceed with those present, after fifteen minutes waiting period. The annual meeting can be postponed for no more than one hour in order to obtain said ten percent, or the meeting has to be rescheduled in accordance with the bylaws.

#### **Section 7. Voting**

At all meetings of the members every member shall be entitled to one vote. When a quorum is present at any meeting, the vote of the majority of the members represented thereat shall, except where a larger vote may be required by law, the articles of organization or these bylaws, decide any question brought before the meeting.

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### **ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS**

#### **Section 1. Place**

Meetings of the board of directors shall be held at such a place within or without Massachusetts as may be named in the notice of such meeting. Any expenses resulting from meeting outside the headquarters of the Club Portuguese of Hudson, Inc. shall be paid by the participants.

#### **Section 2. Annual and Regular Meetings**

The annual meeting of the board of directors shall be held each year immediately after and at the place of the annual meeting of the members. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Regular meetings may be held at such times as the directors may fix.

#### **Section 3. Special Meetings**

Special meetings of the board of directors may be called by the president or any other director at other times throughout the year.

#### **Section 4. Notice**

No notice need be given for a regular or annual meeting. Forty-eight hours notice by mail, telegraph, telephone or word of mouth shall be given for a special meeting unless shorter notice is adequate under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him or her 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 or her.

#### **Section 5. Quorum**

A majority of the directors then in office shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present. If a quorum is present, a majority of the directors present may take any action on behalf of the board except to the extent that a larger number is required by law, the article of organization or these bylaws.

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### **ARTICLE VII. MEETINGS OF THE OVERSIGHT COMMITTEE**

#### **Section 1. Place**

Meetings of the oversight committee shall be held at such a place within or without Massachusetts as may be named in the notice of such meeting.

## **Section 2. Annual and Regular Meetings**

The annual meeting of the oversight committee shall be held each year immediately after and at the place of the annual meeting of the members. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Regular meetings may be held at such times as the auditors may fix.

## **Section 3. Special Meetings**

Special meetings of the oversight committee may be called by any of the three auditors at other times throughout the year.

## **Section 4. Notice**

No notice need be given for a regular or annual meeting. Forty-eight hours notice by mail, telegraph, telephone or word of mouth shall be given for a special meeting unless shorter notice is adequate under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any auditor if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any auditor who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

## **Section 5. Quorum**

A majority of the auditors then in office shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present. If a quorum is present, a majority of the auditors present may take any action on behalf of the committee except to the extent that a larger number is required by law, the article of organization or these bylaws.

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## **ARTICLE VIII. VOTE OF INTERESTED MEMBERS**

Any member of this corporation who is a member, stockholder, trustee, director, officer, or employee of any firm, corporation or association with which this corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other members acting upon or in reference to such contract or transaction. No member so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested members shall be required before the corporation may enter into such contract or transaction.

In case the corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its members is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such member or members have or may have interests therein that are or might be adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such member or members be accountable for any gains or profits to be realized thereon.

Notwithstanding the foregoing, nothing in this section shall require a member of this corporation who is a member, stockholder, trustee, director, officer, or employee of an affiliate of the corporation to disclose his or her relationship with such affiliate in connection with a discussion of, or vote on, any matter dealing with such affiliate and such relationship shall not be deemed a conflict of interest for any purpose, unless otherwise expressly determined by an affirmative vote of a majority of the general assembly. For the purposes of this section, an affiliate shall mean any one under the common control of the corporation and any other nonprofit corporation, which is described in and qualified under section 501(c)(3) of the Internal Revenue Code.

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## **ARTICLE IX. POWERS AND DUTIES OF DIRECTORS AND OFFICERS**

### **Section 1. Directors**

The directors shall be responsible for the general management and supervision of the business affairs of the corporation except with respect to those powers reserved to the members by law, the articles of organization or these bylaws. The board of directors may from time to time, to the extent permitted by law, delegate any of its powers to ad hoc committees or professional management, subject to such limitations as the board of directors may impose.

**Section 2. President**

The president shall be the chief executive officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the board of directors and shall preside at all meetings of the board at which he or she is present. The president shall also have such other powers and duties as customarily belong to the office of president or as may be designated from time to time by the board of directors.

**Section 3. Vice-President**

The vice-president shall serve in the office of president in case of death, absence, or incapacity of the president to perform his or her duties and responsibilities and have such powers as may be designated from time to time by the board of directors.

**Section 4. Treasurer**

The treasurer shall be the chief financial officer of the corporation. The treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the board of directors.

**Section 5. Clerk**

The clerk shall record all proceedings of the board of directors in a book or books to be kept therefore, shall have custody of the seal of the corporation and have such powers as may be designated from time to time by the board of directors.

**Section 6. Registrar**

The registrar shall keep all records of membership and their standing and have such powers as may be designated from time to time by the board of directors.

**Section 7. Other officers**

Other officers and/or directors shall have such powers as may be designated from time to time by the Board of Directors.

**Section 8. Chairman**

The chairman of the general assembly shall preside at all meetings of the members and conduct the meeting according to accepted parliamentary procedures, as recommended by Roberts Rules of Order.

**Section 9. Vice-Chairman**

The vice-chairman of the general assembly shall serve in the office of chairman in case of death, absence, or incapacity of the chairman to perform his or her duties and responsibilities.

**Section 10. Secretary**

The secretary shall record all proceedings of the meetings of the members in a book or books to be kept therefore and shall have the responsibility to ensure the proper notice of meetings of members.

**Section 11. Chief Auditor**

The chief auditor of the oversight committee shall have such powers and duties as customarily belong to the office of auditor or as may be designated from time to time by the general assembly and shall preside at all meetings of the committee at which he or she is present.

**Section 12. Assistant Auditors**

The assistant auditors of the oversight committee shall have such powers and duties as customarily belong to the office of auditor or as may be designated from time to time by the general assembly. One of the two assistant auditors shall be selected by vote of the members of its respective committee and shall record all proceedings of the oversight committee in a book or books to be kept therefore.

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**ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OTHER OFFICERS**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or elected officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a director, officer or director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes,

penalties and amount payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if her or she acted in good faith in the reasonable belief that his or her action was in the best interests of the subsidiary or organization or of the participants or beneficiaries of, or other person with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any such case where a director of the corporation approves payment of indemnification, such director shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of person who are not at the time parties to the proceeding, (2) by a majority vote of a committee of two or more directors who are not at the time parties to the proceedings and are selected for this purpose by the full board (in which selection directors who are parties may participate), or (3) by the members of the corporation if disinterested; or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within thirty days, after the receipt by the corporation of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this article shall be a contract right inuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which corporation employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

#### **ARTICLE XI. AMENDMENT**

These bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of two-thirds of the members present and voting at the annual meeting, the notice of which contains a statement of the proposed alteration or amendment, the current section or sections of the bylaw in question, and the proposed bylaw in its entirety. Notwithstanding the above provisions of this Article XI, any amendment, alteration or repeal of a bylaw as provided for in this article shall be valid and given full force and effect unless and until acted upon by the membership.

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#### **ARTICLE XII. DISSOLUTION OF THE CORPORATION**

A special meeting of the members for the purpose of the dissolution of the corporation may be requested by a unanimous vote of the board of directors or by a petition of 100 members and shall be called by the chairman of the general assembly, or in case of death, absence, incapacity or refusal of the chairman, by any other officer of the general assembly. In case none of the officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon application of said member or members entitled to vote thereat, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

Such a meeting of the members shall be called by giving at least thirty days notice to each member stating the place, day and hour for the meetings and the purpose thereof. Notices shall be mailed postpaid to or delivered at the address of the members as they appear on the books of the corporation. Whenever notice of a meeting is required to be given a member under applicable law, the articles of organization or these bylaws, a written waiver thereof, executed before or after the meeting by such member or his or her attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to such notice.

A quorum shall be constituted by the attendance of at least three-quarters of all members in good standing. If a quorum is not established at the start of the meeting, the meeting has to be rescheduled in accordance with the bylaws.

If a quorum is established at such a meeting, an affirmative vote of four-fifths majority of the members represented thereat shall authorize the dissolution of the corporation.

Any organizational funds earmarked or set aside for charities or charitable organizations shall, except as provided by law, be disbursed to such charity or like charitable organization. The remaining assets shall be disbursed by four-fifths vote of members present.

Respectfully submitted,

**Bylaw Committee:** António Dias Chaves  
Richard Frias  
Manuel Resendes

Hudson, Massachusetts, October 31, 2002

These bylaws were duly adopted in a dully called meeting of the General Assembly of the membership, in which a quorum was present.

A true copy.  
Attest.



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