

HUNGARIAN SOCIETY OF MASSACHUSETTS

**BY-LAWS OF THE
HUNGARIAN SOCIETY
rev. 1-08**

ARTICLE I.

SECTION 1./ PLACE OF MEETING: Any or all meetings of the members, and of the Board of Directors, of this corporation shall be held within the Commonwealth of Massachusetts at such place as the Board of Directors shall select.

SECTION 2./ BIENNIAL MEETING OF MEMBERS: A biennial meeting of the members shall be held on such day during the month of March every other year as the Board of Directors shall, not later than January 31 of the same year, determine, one of the purposes of which shall be the election of a Board of Directors.

SECTION 3./ NOTICE OF BIENNIAL MEETING OF MEMBERS: At least 10 days prior to the date fixed, according to section 2, of this article, for holding the biennial meeting of members, written notice of the time and place of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting.

SECTION 4./ DELAYED BIENNIAL MEETING: If, for any reason, the biennial meeting of the members shall not be held on the day determined by the Board of Directors as described in Section 2, above, a meeting may be called within a reasonable time but within six months, as a special meeting, and the same proceedings may be had thereat, as at the biennial meeting: provided, however, that the notice of the meeting shall be the same as herein required for the biennial meeting, namely, not less than 10 days' notice.

SECTION 5./ ORDER OF BUSINESS AT BIENNIAL MEETING: The order of business at the biennial meeting of the members shall be as follows:

- a./ Roll call.
- b./ Reading notice and proof of mailing.
- c./ Reading of minutes of last preceding meeting.
- d./ Report of President.
- e./ Report of Treasurer.
- f./ Election of Directors.
- g./ Transaction of other business mentioned in the notice.
- h./ Adjournment.

In the absence of any objections, the presiding officer may vary the order of business at his/her discretion.

SECTION 6./ SPECIAL MEETING OF MEMBERS: A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors, or by one fifth of the members in good standing. The method by which such a meeting may be called is as follows: upon receipt of a specification, in writing, setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, or by one fifth of the members In good standing, the Secretary or an Assistant Secretary shall prepare, sign and mail the notices requisite to such meeting. Such notice may be signed by stamp, typewritten or printed signature of the Secretary or of an Assistant Secretary.

SECTION 7./ NOTICE OF SPECIAL MEETING OF MEMBERS: At least 8 days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purpose of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

SECTION 8./ ORGANIZATION MEETING OF THE BOARD: At the place of holding the biennial meeting of members and immediately following the conclusion of same, the Board of Directors as constituted upon adjournment of such biennial meeting shall convene for the purpose at electing officers and transacting any other business properly brought before it; provided, however, that the organization meeting in any year may be held at a different time and place than so provided with consent of a majority of the directors of such new Board.

SECTION 9./ REGULAR MEETINGS OF THE BOARD: Regular meetings of the Board of Directors shall be held not less frequently than once in each month at such time and place as the Board of Directors shall from time to time determine once each three months;. No notice of regular meetings of the Board shall be required.

SECTION 10./ SPECIAL MEETINGS OF THE BOARD: Special meeting of the board of Directors may be called by the President at any time with reasonable prior notice by mall or other means of the time place and purpose thereof to each director as the President in his/her discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such shall be waived as hereinafter provided.

SECTION 11. / NOTICES AND MAILINGS: All notices required to be given by any provision of these by-laws shall state the authority pursuant to which they are issued (as, 'by order of the President' or 'by order of the Board of Directors', as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary or Assistant Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the sender at his/her or its last address appearing upon the membership record of this

corporation; provided, however, that notice by fax or email is also permitted upon receipt of confirmation of delivery.

SECTION 12. / WAIVER OF NOTICE: Notice of the time, place and purpose of any meeting of the Board of Directors may be waived by telegram, cablegram, facsimile, E-mail, or other writing, either before or after each such meeting has been held.

SECTION 13. / RULES OF ORDER: In all matters of procedure for which those by-laws make no explicit provision, this Corporation shall be governed by the principles of parliamentary procedures as contained in ROBERT'S RULES OF ORDER.

ARTICLE II QUORUM

SECTION 1 / - QUORUM OF MEMBERS: Presence in person of as least 20% of the members of this corporation whose right to vote is not under suspension for nonpayment of dues, or for any other reason at the time, shall constitute a quorum at any meeting of members.

SECTION 2. / QUORUM OF DIRECTORS: A majority of the Directors shall constitute a quorum, at a duly called or regularly scheduled meeting.

ARTICLE III BOARD OF DIRECTORS

SECTION 1./ NUMBER AND TERM OF DIRECTORS: The activity, property and affairs of this corporation shall be managed by a Board of Directors composed of 9 persons who shall be members of the corporation. Each Director shall hold office for the term for which he/she is elected and qualified. The term of the Directors is 2 years.

SECTION 2. / VACANCIES: Vacancies in the board of Directors may be filled by appointment made by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his/her successor has been elected by the members, who may make such election at their next biennial meeting or at any special meeting duly called for that purpose and prior thereto.

SECTION 3./ ACTION BY UNANIMOUS WRITTEN CONSENT; TELEPHONE CONFERENCE MEETINGS: If and when the Directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or the Committee by means of a conference telephone or

similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 4. POWER TO ELECT OFFICERS: The Board of Directors shall elect a President, one or more (up to five) Vice Presidents, a Secretary/Clerk and Treasurer, and their assistants. No officer except the President need be a member of the Board, but a Vice President who is not a Director shall not succeed to, or fill the office of the President.

SECTION 5./ POWER TO APPOINT OTHER OFFICERS AND AGENTS: The Board of Directors shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the corporation.

SECTION 6. / REMOVAL OF OFFICERS AND AGENTS: Any officer or agent may be removed by the Board of Directors whenever in the judgement of the Board, the interest of the corporation will be served thereby.

SECTION 7./ POWER TO FILL VACANCIES: The Board shall have power to fill any vacancy in any office occurring for any reason other than the conclusion of elected term of office of a Director.

SECTION 8. / DELEGATION OF POWERS: For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

SECTION 9. / POWER TO APPOINT EXECUTIVE COMMITTEE: The Board of Directors shall have power to appoint by resolution an Executive Committee composed of two or more Directors who to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board.

SECTION 10./ POWER TO REQUIRE BONDS: The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his duties.

ARTICLE IV.
OFFICERS

SECTION 1. / PRESIDENT: The President shall be selected by, and from the membership of the Board of Directors. He/She shall be the chief executive officer of the corporation. He/She shall preside over all active management matters of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect. He/she shall be *ex officio* a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. The term of office of the President is two years.

SECTION 2. / VICE PRESIDENT: At least one Vice President shall be chosen from the membership of the Board. Such Vice Presidents as are Board members in the order of their seniority of election, shall perform the duties and exercise the powers of the President during the absence or disability of the President.

SECTION 3. / SECRETARY/CLERK: The Secretary shall attend all meetings of the members and of the Board of Directors, and of the Executive Committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He/She shall safely keep in his/her custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. He/She shall serve all notices required by statute, by-law or resolution. He/She shall perform such other duties as may be delegated to him/her by the board of Directors or by the then Executive Committee. The Secretary shall also hold the statutory office of Clerk

SECTION 4. / TREASURER: The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he/she shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. He/She shall disburse the funds of the corporation as may be ordered by the Board taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his/her transactions as Treasurer, and of the financial condition of the corporation. If required by the Board he/she shall deliver to the President of the corporation, and shall keep in force a bond in form, amount and with surety or sureties satisfactory to the Board, conditioned upon faithful performance of the duties of his/her office, and for restoration to the corporation in case of his/her death, resignation, retirements, or removal from office, of all books, papers, vouchers, money and property of whatever kind in his/her control belonging to the corporation.

SECTION 5. / ASSISTANT SECRETARY/CLERK AND ASSISTANT TREASURER:

The Assistant Secretary/Clerk, in the absence or disability of the Secretary/Clerk, shall perform the duties and shall exercise the powers of the Secretary. The Assistant Treasurer, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer.

ARTICLE V.
EXECUTION OF INSTRUMENT

Section 1. / CHECKS, ETC.: All checks, drafts and orders for payment of money shall be signed in the name of the corporation by the Treasurer or by such other officers upon whom the Board of Directors has, by majority vote, conferred the power to do so

SECTION 2. / CONTRACTS, CONVEYANCES ETC: When the execution of any contract, conveyance or other instrument has been authorized without specification of the existing officers to act, the President, or any Vice President, and the Secretary, or Assistant Secretary, may, execute the same in the name and behalf of the corporation and may affix the corporate seal thereto. The Board of Directors shall have power to designate the officer and agent who shall have authority to execute any instrument in behalf of this corporation.

ARTICLE VI.
POWER OF BOARD TO BORROW MONEY

The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interests of this corporation, and in such case the Board of Directors may authorize the proper officers of this corporation to make, execute and deliver in the name of and behalf of this corporation such notes, bonds and other evidence of indebtedness as said Board shall deem proper, and said Board shall have full power to mortgage the property of this corporation or any part thereof, as security for such indebtedness.

ARTICLE VII.
MEMBERSHIP AND DUES

SECTION 1./ Any person may be a regular Member of this corporation who is of Hungarian origin, or is related by blood or marriage to such a person.

SECTION 2./ Any other person may become a Special Member of this corporation by submitting an application for membership to the Board of Directors provided he/she is

recommended by at least two regular members in good standing and his/her application is approved by the Board.

SECTION 3./ The terms “member”, “members” and “membership” as referenced elsewhere in these by-laws shall include the classes of both regular and special members and no distinction between them shall be implied where not explicitly stated.

SECTION 4. / The dues of Regular and Special Members age 18 years and over shall be such as suggested by the Board of Directors and voted for at the duly called biennial meeting of the members. The suggested amounts of membership dues shall be mailed out to each member at least 10 days prior to the date fixed for the biennial meeting.

SECTION 5. / Any member in default in payment of dues for 90 days shall be *ipso facto* suspended from all privileges of membership and, if, after notice, such default be not cured within a period of sixty days, the membership of such member shall automatically cease and terminate.

SECTION 6. / Any member may be removed from membership by a majority vote of the members present at any biennial meeting or at any special meeting of the members called for the purpose, for conduct deemed prejudicial to this corporation, provided that such member shall have first been served with written notice of the accusations against him/her, and shall have been given an opportunity to produce his/her witnesses, if any, and to be heard, at the meeting at which such vote is taken.

SECTION 7./ All members in good standing, of age 18 or over, shall be entitled to vote at every meeting of the members of this corporation. Votes may be cast in person or by proxy. Voting by proxy shall be permitted in unusual circumstances only, whereupon the qualified member unable to attend shall state the reason in writing and the authorization of the proxy must be in writing, signed by the qualified absentee. Two votes shall be allowed per family membership and one vote shall be allowed per individual membership.

SECTION 8. / The corporation may, by majority vote of the members present at any biennial or special meeting, thereof bestow honorary membership upon deserving individuals in recognition of outstanding service in the advancement of the aims and/or interests of this corporation. Honorary members will be exempt from the payment of dues, and may not hold the office of President of this corporation.

ARTICLE VIII. NOMINATION FOR OFFICE

SECTION 1. / There shall be a nominating committee consisting of 3 members who shall be appointed by the Board at its general meeting every other year. This committee shall

not be considered a standing committee of the corporation. The names of all members of the committee shall be mailed to each member of the corporation not later than February 1st next following their appointment, or 20 days prior to a duly called special meeting of the members.

SECTION 2. / If The nominating committee shall report to the Secretary not later than February 1st, or 20 days prior to the duly called special meeting, at the least 10 names to be nominated for office at the forthcoming biennial meeting. The Secretary shall transmit the report to the Board of Directors and thereafter shall cause the names of candidates reported to be mailed to each member of the corporation at least fifteen days before the biennial meeting. The details of the procedure will be determined by the Board of Directors.

ARTICLE IX.

The fiscal year of the corporation ends at December 31 of each year.

ARTICLE X.

The Board Of Directors shall be authorized to organize committees among the membership of this corporation for the realization of the purposes of the corporation.

The Directors shall fix compensation of officers, agents and other employees of this corporation

ARTICLE XI, AMENDMENT OF BY-LAWS

SECTION 1. / AMENDMENTS, HOW PROPOSED: The Board of Directors may, by majority vote, make any proposal(s) to amend, alter, add to or repeal these by-laws, in whole or in part. Such proposal(s) shall be included in the agenda, (Order of Business), of that biennial or special meeting of members which the Board of Directors deems appropriate, subject only to the requirement of due notice described in Section 2 of this Article. In addition, any member in good standing may submit to the Board a written specification for amending, altering, adding to or repealing these By-laws on or before December 1 of the year preceding the biennial Member meeting. The Board of Directors shall determine by majority vote whether it wishes to recommend adoption of the submitted proposal(s). Proposal(s) approved by the Board shall be treated as if they had originated within the Board, except that they shall be included in the agenda of the next following biennial or special meeting of members. In the case of proposal(s) not approved by the Board, the Board shall require the author or any sponsor of the proposal(s) to deliver to the Board, not later than February 1 of the year in which the biennial Meeting is to be held, as many copies, suitable for mailing, of the proposal(s) in

question, as there are members in good standing at the time and thereafter shall include said proposal(s) in the agenda of the next following biennial or special meeting of members, subject to the same requirements for due notice as described above.

SECTION 2. / AMENDMENTS, HOW AFFECTED: These by-laws may be amended, altered, added to or repealed by the affirmative votes of a majority of the members entitled to vote at any regular or special meeting but with a special quorum requirement of fifty (50%) of Members. The full text of a proposed amendment, alteration, addition or repeal shall be included in the notice, as required by these by-laws, for the meeting at which action on the proposed amendment, alteration, addition or repeal is to be taken, provided however, that no change of date for the biennial meeting of members shall be made within thirty days next before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by a majority of the members entitled to vote at the annual meeting.

Amendment of the By-laws of the Hungarian Society of Massachusetts:

Approved on the Special Member Meeting of May 7, 2011

The Bela Bartok Hungarian School of Boston (Boskola) is an independently functioning entity within the framework of the Hungarian Society of Massachusetts (HSM). The school's organization and processes are defined by the Boskola Foundation Governance Document. School funds obtained through tuition fees and charitable donations are held by the HSM in a separately administered Boskola account. The use and appointing of these funds is determined solely by the Boskola Governing Council. Two (2) representatives of the Boskola Governing Council with membership in the HSM become ex officio members of the HSM Board of Directors, with full rights and privileges.

Amendment of the By-laws of the Hungarian Society of Massachusetts

Approved on the Member Meeting of March 15, 2014

The Bodnár Gábor Scout Troop of Boston (2.sz. Bodnár Gábor Cserkészcsapat, Scout Troop) is an entity of the Hungarian Scout Association in Exteris, serving the youth of Hungarian descent and cultural interest living in the greater Boston area community. The scout troop's organization and processes are defined and governed by the relevant by-laws of the Hungarian Scout Association in Exteris. The Hungarian Society of Massachusetts (HSM) is the Sustaining Organization (Fenntartó Testület) of the Scout Troop. The rules, rights and responsibilities of this relationship are governed by the relevant by-laws set forth by the Hungarian Scout Association in Exteris (Fenntartó Testületi Káté, available at www.kmcssz.org).

Funds of the Scout Troop from scout membership fees and charitable donations are held by the HSM in a separately administered Scout Troop account. The use and appointing of these funds is determined solely by the leadership of the Scout Troop.