

SUMMARY OF 2019 AMENDMENTS
TO THE BY-LAWS OF THE
AUDUBON CIRCLE NEIGHBORHOOD ASSOCIATION

By unanimous vote of the Board of Directors taken at a meeting on February 19, 2019, certain amendments to the By-Laws of the Association were approved. The amendments were proposed and approved to accomplish certain goals, which are to increase membership in the Association; protect the integrity of the Association and its purposes; improve the manner in which the Association conducts business, and clarify certain existing provisions for ease of interpretation and application.

Summary

The changes to the By-Laws accomplish the goals described above by

- (a) changing the northerly boundary of “the Area” defined as the Audubon Circle neighborhood (to Mountfort Street, rather than the alley between Beacon Street and Buswell Street) to include properties and residents living near the neighborhood but rendered separate by buildings now owned by Boston University. These residents are excluded from formally participating in Association affairs and are without access to representation by any other community or civic organization. To the extent these properties are within what historically had been a residential community surrounding Audubon Circle, the Board of Directors extended the boundary to include them. [Sec. 2.1 of the By-Laws]
- (b) more clearly defining certain terms in the By-Laws, in particular, what is meant by the word “resides.” The amendment makes clear that to “reside” in the neighborhood and meet the criteria to become a voting member of the Association, one must live in a property that is a private residential unit or structure not owned or operated by an institution. In this way residents joining the Association are individuals who have made the Audubon Circle neighborhood their home and therefore likely to invest in the community and the well-being of its residents and residential character. [Sec. 2.1]
- (c) increasing the age of voting and participating members from 18 to 21 in order to support the goal described in (b), above, which is to include as members those residents who have made Audubon Circle their home. [Sec.2.1]
- (d) creating staggered terms for the members of the Board of Directors and in this way provide for the smooth transition of knowledge and experience of the board members; limit the potential for radical changes in board membership that may jeopardize consistency in the Association's business dealings and operations, and relieve the Board of the obligation to identify and nominate nine candidates every year. [Sec. 4.3]
- (e) simplifying and updating the Association's membership fees. There is now the same \$20 fee for each voting and participating member, and a \$50 membership fee for a neighborhood business, institution or non-profit organization. The Life Member class of membership has been eliminated, but all existing Life Members will remain so. [Sec. 5.1]
- (f) incorporating in the body of the By-Laws an earlier amendment that had been adopted on a trial basis but has, by its terms, become a permanent provision of the By-Laws. This amendment sets the criteria for allowing a participating (*i.e.*, non-voting) member to serve on the Board of Directors. [Sec. 4.2]
- (g) updating provisions to allow for electronic/email notifications and teleconferencing with and among Directors and/or the membership. [Sec. 3.1; Sec. 4.4]
- (h) restating the date of the Association's annual meeting (March rather than October) and setting the parameters for scheduling annual meetings that conform with state law. [Sec. 3.1]
- (i) inserting language or cross-references in certain sections to clarify the meaning of a by-law, ensure internal consistency, and ease interpretation. [Various]

The changes to the By-Laws described above will necessitate certain amendments to the Association's Articles of Incorporation. In particular, to make the Articles consistent with the By-Laws:

- (a) in Article 3, change the definition of the neighborhood's boundaries.
- (b) in Article 3, change the definition of “resides.”
- (c) in Article 3, change the age of eligible voting or participating members.
- (d) in Article 3, change the definition of a “voting member” (to exclude businesses), and delete the provision for identifying a representative thereof. (This amendment is not necessitated by a change in the By-Laws.)
- (e) in Article 7, change the date of the annual meeting.

Changes made to the By-Laws of the Association by the Board of Directors do not require a vote of the members, but may be altered, amended or repealed by a two-thirds vote of the membership. A two-thirds vote of the membership is required to amend the Association's Articles of Organization.