

Amended and Restated

BY-LAWS OF THE AUDUBON CIRCLE NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I

Name, Purposes, Location, Seal

1.1 Name: The name of the corporation shall be the Audubon Circle Neighborhood Association, Inc.

1.2 Purposes: The objects and purposes of this Association shall be to promote the residential character of the neighborhood in the manner set forth in the Articles of Organization, as the same from time to time may be amended.

1.3 Location: The principal office of the Association shall be located in the Audubon Circle Neighborhood at the address set forth in the Articles of Organization of the Association. The Association may change said location or have offices at such other places as the Directors may from time to time determine.

1.4 Seal: The Directors of the Association may adopt and thereafter alter a corporate seal.

ARTICLE II

Membership

2.1 Types of Membership: There shall be two classes of members, voting members and participating members.

Voting members shall be defined as any natural person 21 years of age or older who resides in that part of the City of Boston bounded by:

On the West: the Boston side of St. Mary's Street

On the North: Mountfort Street

On the East: Mountfort and Maitland Streets

On the South: the MBTA Riverside Line tracks

(referred to hereafter as "the Area").

The term "resides" (and "residing" and "resided" and "residency") shall mean that a candidate for membership currently lives in property she/he owns in the Area as his/her principal place of residence, or has been for twelve (12) consecutive months a tenant in property in the Area as his/her principal place of residence, provided that and only if, in each circumstance, the said property in the Area is not (i) subject to an institutional master plan; or (ii) dedicated to the use of, or owned, leased, managed or controlled, solely or in part, by an educational, cultural, religious or medical institution, whether directly or indirectly, or as beneficiary or remainder interest holder or in any other legal or equitable capacity, and whether or not for profit.

Participating members may include business enterprises, educational and non-profit organizations serving the Area; non-resident owners of property in the Area; persons over 21 living in the Area who have not yet met the residency criteria but are committed to residence in the Area and to the purposes of the Association, and persons over the age of 21 who own property or have resided as tenants for 12 consecutive months at an address contiguous within three blocks to the Area and are committed to residence in the Area and to the purposes of the Association.

2.2 Rights of Members: Voting members shall each have one vote and may vote on all matters coming before the membership of the Association, elect directors of the Association, hold office in the Association and exercise such other powers as may be vested in them by law. Participating members may attend all meetings of the members but may not vote or hold office.

2.3 Membership: Any person eligible for membership under Section 2.1 above may become a member upon the filing of a written membership application and payment of dues. Membership applications shall be processed by the Clerk of the Association. In the event of a question or dispute as to eligibility or the proper class of membership under Section 2.1 above, the Board of Directors shall make the final decision. Membership in the Association shall be effective from the date of acceptance by the Clerk or the Board of Directors of the application and payment of dues.

2.4 Resignation and Termination: Any member may resign by filing a written resignation with the Clerk of the Association. Any member whose circumstances change so that she or he no longer meets the membership criteria set out in Section 2.1 above will automatically be terminated from membership effective as of the date of the disqualifying circumstances and forfeit any and all voting privileges, committee appointments and/or Board of Director's position in which they are serving.

ARTICLE III

Meetings

3.1 Annual Meeting: The annual meeting of the members shall be held on the third Tuesday in the month of March in each year at a time and place to be determined by the Board of Directors or in any event within 6 months of the end of the previous fiscal year.

Notice of the time and place of the annual meeting shall be given to the members at least ten (10) days prior to the meeting. Such "Notice" shall be given in person, by email, or by mail at the address of the member which appears in the records of the Association. It shall be the duty of each member to furnish to the Clerk of the Association her or his mailing address and email address and to notify the Clerk of any change of address. If no annual meeting is held as hereinabove required, a special meeting may be held with the full force and effect of an annual meeting.

3.2 Special Meetings: Special meetings of the members shall be held when called, (a) by the President after approval of a majority of the Board of Directors, or (b) by the Clerk pursuant to a written request for a special meeting filed with the Clerk by no fewer than five (5) voting members of the Association. Notice of the time, place, and purpose of special meetings shall be given by an officer or member of the Board of Directors to each member no less than 10 days prior to the meeting.

3.3 Quorum: Ten percent of the voting members but no fewer than 20 voting members shall be required to constitute a quorum for the transaction of business at all meetings of the members. Any

meeting may be adjourned by a majority of the voting members in attendance, whether or not a quorum is present.

3.4 Proxies: Members shall not vote by proxy but shall only vote while personally in attendance at a meeting.

ARTICLE IV

Officers and Board of Directors

4.1 Number of Directors and Officers: There shall be up to nine (9) Directors of the Association, four of whom shall be officers holding the position of President, Vice-President, Treasurer, and Clerk.

4.2 Qualifications:

In all circumstances all officers and Directors shall be voting members of the Association; provided, however, where a Participating Member otherwise not eligible to run or serve as a Director has demonstrated a long term commitment to the goals and objectives of the Association and community as a whole (hereafter "Commitment") through ongoing participation in the Association, attendance during any one year period in at least six Directors' meetings, and other community involvement; and if, upon review, the Directors find adequate demonstration of the above-referenced Commitment, such an individual may be sponsored by the Directors of the Association as an eligible candidate to hold a position as Director and for consideration by the membership at the annual meeting. When so sponsored, the individual shall be eligible to have his or her candidacy voted on by the Association membership as would any other eligible voting member of the Association; provided further, however, that under no circumstances shall more than one such Participating Member serve as a Director during any one term regardless of how many such candidates run for office, and under no circumstances shall this provision, or any other provision in the Association's Articles of Organization or By-Laws, be interpreted to provide for or to allow an institution or a representative thereof to be considered eligible or entitled to run for or to hold the position of Director.

4.3 Nomination and Election of Directors: The Directors shall be elected at the annual meeting of the Association and shall serve for staggered three (3) year terms in accordance with the provisions below, or until successor Directors are elected subject to the provisions of 2.1 above.

At least twenty-five (25) days before the annual meeting, the Board of Directors shall appoint a committee of three members for the purpose of nominating directors for election at the annual meeting. The Nominating Committee shall report its nominations to the Clerk at least fifteen (15) days before the annual meeting, and the Clerk shall send out the names of the persons so nominated with the Notice of the annual meeting. Additional nominations may be made upon the written petition of five or more voting members, which petition shall be submitted to the Clerk no fewer than three days before the annual meeting.

Directors elected pursuant to the above provisions shall be subject to the following additional provisions in order to establish staggered terms of office for each Director:

- a) with regard to the first election of Directors following the adoption of these Amended and Related By-Laws, the existing Directors shall by lot determine which 3 of their number shall

serve for a one-year term, which 3 of their number shall serve for a two-year term and which 3 of their number shall serve for a three- year term.

- b) At subsequent Annual Meetings, elections for new three-year terms shall be held for those Directors whose terms are then expiring.
- c) The Clerk of the Association shall maintain a record of each Director's term and notify the Board of Directors prior to each Annual Meeting which term of a Director(s) is scheduled to expire.

4.4 Meetings: Immediately following the annual meeting of the members, the newly elected Directors shall meet for the purposes of organization, the election of officers and for such other business as may come before them. Thereafter regular meetings of the Directors may be held at such times and places as the Directors may determine upon Notice of the same being given to each Director at least 48 hours prior to the meeting. Special meetings of the Directors may be called by the President or by the Clerk upon the written request of any two Directors upon the giving of 48 hours' Notice to each Director. A Director may waive the aforementioned Notice requirements in writing, email, or by attending without protest the meeting for which such Director failed to receive proper notice. No vote taken at a special meeting of the Directors shall take effect with fewer than 2/3 of the Directors affirmative vote of the entire board. Directors may participate and vote in special meetings via telephone conferencing.

4.5 Election of Officers: At their first regular meeting after the annual meeting, the Board of Directors shall elect from among their number a president, vice-president, treasurer and clerk. Subject to sections 2.1 & 4.2, officers shall serve from their date of election until the election of their successors.

4.6 Duties and Powers of the Board of Directors and Officers: The members of the Board of Directors shall manage the business and affairs of the Association except insofar as powers are reserved to the members by law, the Articles of Organization, or these By-Laws. The Board shall meet at such regular times and places as it determines necessary. The Board may elect or appoint such committees as it deems helpful to conduct the Association's business. Committee members need not be directors, provided that one member of each committee is a director. Except as otherwise specified in the Articles of Organization or these By-Laws, a majority vote of the Directors present shall decide any question.

The president shall be the chief executive officer of the Association. She or he shall chair meetings of the membership and Board of Directors and perform such other duties as are delegated by the Board of Directors.

The vice-president shall perform the duties of the president in her/his absence and such other functions as deemed appropriate by the Board of Directors.

The treasurer shall be the chief financial officer and shall, subject to the direction and control of the Board, have general charge of the financial affairs of the Association. If required by vote of the Board, she/he shall give bond in such form and with such sureties as the Board may require. The treasurer shall keep accurate books of account and shall make a report of the Association's financial condition at the annual meeting and at meetings of the Board. She/he shall have the power to endorse for deposit or collection all notes, checks, drafts, and other obligations and orders for the payment of money to the Association, and to accept drafts on its behalf.

The clerk shall keep or cause to be kept full and accurate minutes of all business transacted at the meetings of the members and Directors; receive and, in conjunction with the treasurer, process membership applications, bringing questions or disputes to the Board of Directors for resolution; give notice of meetings in accordance with these By-Laws; handle correspondence as assigned by the Board of Directors; maintain the records of the Association; maintain a complete list of members; and perform such other duties as the Board of Directors deems necessary.

4.7 Quorum: A majority of the members of the Board of Directors shall constitute a quorum.

4.8 Resignation, Removal, and Disqualification: An officer or a member of the Board may resign by filing a written resignation with the clerk of the Association.

Any officer director may be removed from office by a two-thirds vote of the Board only after good cause and after notice and an opportunity to be heard before the Board. Any officer or director whose circumstances change so that she/he no longer meets the criteria for voting membership status under Section 2.1 of these By-Laws shall be disqualified from continuing to hold office as of the date of her/his ineligibility for voting membership status.

4.9 Vacancies: Any vacancy in the Board of Directors or among the officers may be filled by vote of a majority of the remaining Directors. Any individual elected to fill a vacancy shall be a voting member and will serve the remainder of the term of office of the person whose position was vacated.

ARTICLE V

Dues

5.1 Categories of Membership and Annual Dues Structure:

- \$20 Voting Member
- \$20 Participating Member other than a business, educational, or non-profit
- \$50 Participating Member that is a neighborhood businesses, educational, or a non-profit corporation

5.2 Changes in Categories of Membership and Dues Structure: Changes may be made at the annual meeting by a two-thirds vote of the voting members or by a two-thirds vote of the Board of Directors if, in their discretion, a change is deemed necessary at a time other than at the annual meeting.

ARTICLE VI

By-Law Amendments

These By-Laws may be amended by a vote of two-thirds of the Board of Directors except with respect to any provision thereof which by law the Articles of Organization or these By-Laws requires action by the voting members or by a two-thirds vote at a meeting of the members. Not later than the time of giving Notice of the meeting of members next following the making, amending or repealing by the Directors of any By-Laws, notice thereof stating the substance of such change shall be given to all members. The voting members may alter, amend or repeal any By-Laws adopted by the Directors or otherwise or adopt,

alter, amend or repeal any provision which by law, the Articles of Organization or these By-Laws requires action by the voting members.

ARTICLE VII

Fiscal Year

The fiscal year of the Association shall be January 1st through December 31st.

ARTICLE VIII

Dissolution

In the event that the Audubon Circle Neighborhood Association, Inc. should ever be dissolved, any net assets of the organization will, upon recommendation of the Board of Directors, be distributed to non-profit organizations exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, with preference given to organizations whose charitable and educational purposes indicate a commitment to improving the quality of urban life for residents of the City of Boston.

ARTICLE IX

Execution of Instruments

All checks, drafts, deeds, contracts and other instruments signed in the name of the corporation shall be executed by the Treasurer and the President or Vice-President of the corporation except as the Board of Directors may generally or in particular cases otherwise determine.