

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 as 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 18 years or 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: the alley running behind the north side  
of Beacon 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" shall mean that a candidate for membership lives in property she/he owns in the area or has been for 12 consecutive months a tenant in a building in the area.

Participating members may include business enterprises, educational and non-profit organizations serving the area; persons over 18 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 18 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 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. Memberships in the Association shall be

effective from the date of their acceptance by the Clerk or the Board of Directors.

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.

### ARTICLE III

#### Meetings

3.1 Annual Meeting: The annual meeting of the members shall be held on the second <sup>Wednesday</sup> Tuesday in the month of <sup>January</sup> October in each year at a time and place to be determined by the Board of Directors.

Notice of the time and place of the annual meeting shall be given to the members at least seven (7) days prior to the meeting. Such notices shall be given in person or by mail at the address of the member which appears in the books of the Association. It shall be the duty of each member to furnish to the Clerk of the Association her or his post office 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, member of the Board of Directors, or a designee to each member by telephone or mail.

3.3 Quorum. Ten percent of the voting members but no fewer than twenty 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 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. All officers and Directors shall be voting members of the Association.

4.3 Nomination and Election of Directors. The Directors shall be elected at the annual meeting of the Association and shall serve for one year or until successor Directors are elected.

At least twenty-five (25) days before the annual meeting, the Board of Directors shall appoint a committtee 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. Nominations may also be made from the floor at the annual meeting.

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 telephone 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, by the Clerk upon the written request of any two Directors upon the giving of 24 hours telephone notice to each Director. A Director may waive the aforementioned notice requirements in writing or by attending without protest the meeting for which such Director failed to receive proper notice.

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. 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 nine 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. Five 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 after notice and an opportunity to be heard. 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.





## 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 1954, 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.

Subject to the proviso contained in paragraph 2 below, on a trial basis the BY-LAWS are amended to provide for the following: where an individual business or property owner otherwise not eligible to run or serve as a Board member has demonstrated a long-term commitment to the goals and objectives of the Association and community as a whole (hereinafter "commitment") through ongoing participation in the Association, attendance at least six of the yearly Board meetings and other community involvement, if upon review the Board finds a demonstration of the above referenced commitment, such an individual may be sponsored by the Board as an eligible candidate to hold a position as a Board member and for consideration by the membership at the annual meeting. Where so sponsored, the individual(s) shall be eligible to have their candidacy voted on by the membership at large as would any other eligible ACNA member of the community; however, under no circumstances shall more than one such business/property owner sit on the Board as a Board member during any one term regardless of how many such candidates run for office, and under no circumstances shall this provision provide for or allow an institution to either be considered under this amendment or to otherwise be eligible or entitled to run for or hold a position on the Board.

The membership also authorizes the Board to evaluate the effectiveness of this provision and to determine if the provision has in operation proven to advance the goals and objectives of the Association. If the Board determines that this provision and amendment has not accomplished this goal, it is hereby authorized to revoke this enactment at the expiration of the two year trial period. Absent such revocation the amendment shall become fully operative.