

BYLAWS OF THE ELLIS NEIGHBORHOOD ASSOCIATION, INC

AS AMENDED 3/22/94, 5/25/99, 3/28/2000 and 3/27/2001

ARTICLE I: PURPOSE

The Ellis Neighborhood Association, Inc. is a nonprofit corporation organized for the purpose of maintaining and enhancing the quality of life within the Ellis neighborhood as an essentially residential neighborhood, accomplishing the same through information, education, advocacy, self-help, and activism.

The Corporation shall not affiliate with or endorse candidates for public office.

ARTICLE II: ELLIS NEIGHBORHOOD

The term "Ellis Neighborhood", as used in these Bylaws, shall mean the area bounded by the center of Tremont Street from West Canton to Arlington, Arlington Street through its turnpike entrance ramp to Cortez, the south side of Cortez from Arlington to Berkeley, the center of Berkeley north from Cortez to Stanhope Street, both sides of Stanhope Street to Clarendon, the center of Clarendon south to Columbus Avenue, both sides of Columbus and the alley north of Columbus to Dartmouth (including 111 Dartmouth Street), the center of Columbus to West Canton, the east side of West Canton from Columbus to Warren, and both sides of West Canton from Warren to Tremont.

ARTICLE III: THE CORPORATION

1. Membership. There shall be such classes and types of membership as the board of directors may from time to time establish.
2. The board of directors may fix the amount of annual dues for each class of membership. Unless the board of directors shall have made other provisions in respect thereof, all persons maintaining a bona fide residence in the Ellis neighborhood, and all persons who own or, in the absence of the owner, operate a vested proprietary interest within the Ellis neighborhood, or who are a landlord or owner of residential property within the Ellis neighborhood shall be eligible for membership in the Corporation, and, upon paying the dues fixed for the current year, shall be entitled to participate in all deliberations. Dues for the fiscal year shall be payable at the beginning of that year.
3. In no event will such eligibility requirements be discriminatory on the basis of sex, race, age, sexual preference, creed, or national origin.
4. Voting. A member shall be entitled to vote ("voting member"), at a meeting of the members, only if he/she has been a member for thirty (30) consecutive days or more immediately prior to said meeting. Non-voting members shall be entitled to attend all meetings of the Corporation and address a meeting at the discretion of the chairperson or other presiding officer. Members may vote in person only at all meetings.
5. Quorum and Voting Procedures. At any meeting of the members, twenty (20) members shall constitute a quorum for the consideration of any question. Any meeting may be adjourned by a majority of the votes cast upon the question whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any

meeting, a majority of the members represented thereat shall, except where a larger vote is required by law, or by these bylaws, decide any question brought before such meeting.

6. Any member may resign at any time by filing a written resignation with the clerk or other officer. Any firm, person, corporation, association, or trust otherwise eligible for membership may be denied or removed from membership by a two-thirds (2/3) vote of the whole board of directors for any reason it may deem sufficient.

7. Membership shall be terminated two (2) months after the end of the fiscal year if the member's due remain unpaid. However, upon subsequent payment of yearly membership dues, a member will immediately be reinstated for the remainder of the fiscal year.

8. Meetings of Members. All meetings of the members shall be held in the Commonwealth of Massachusetts in or near the Ellis neighborhood at such place as is stated in the call or notice.

a) The annual meeting of the members shall be held on the fourth Tuesday in the month of April, at such hour and place as the president or the clerk may determine. If such annual meeting is omitted on the day herein provided therefor, a special meeting may be held in lieu thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting.

b) Special meetings of the members may be called by the president, the clerk, or any two directors.

c) A written notice of each meeting of members, stating the place, day, and hour thereof, and the purposes for which the meeting is called shall be given by the clerk at least seven, or in the case of the annual meeting fifteen (15), days before the meeting to each member personally or by leaving such notice with him/her or at his/her residence or usual place of business, or by mailing it, postage prepaid, addressed to such member at his/her address as it appears upon the books of the corporation. In case of death, absence, incapacity, or refusal of the clerk, such notice may be given by any other officer or by a person designated either by the clerk or by the person or persons calling the meeting or by the board of directors.

ARTICLE IV: NOMINATIONS

1. At least forty-five (45) days before the annual meeting of the members, the Executive Committee shall propose to the Board of Directors for its approval the names of at least five (5) members of the association to serve as a Nominating Committee to propose a slate of officers and directors to serve for the following fiscal year.

Additional members of the Nominating Committee may also be proposed by the Board of Directors.

At least thirty (30) days before the annual meeting of the members, the Nominating Committee shall deliver its report nominating officers and directors to the chair who shall include such report with the notice of the annual meeting (or special meeting in lieu thereof).

This notice of the slate of nominees shall include a verbatim statement of the following paragraph (2) which explains the procedures for additional nominations.

2. Additional nominations of eligible members may be made at the Annual Meeting by any member in attendance, providing that the person so nominated does not decline the nomination; and if not present, the proposer shall present to the President a written statement by the proposed candidate stating his/her willingness to accept the nomination.

ARTICLE V:

BOARD OF DIRECTORS

1. There shall be a board of directors of not less than twenty (20) people but no more than thirty (30) people elected by the members by ballot at the annual meeting of the members. Each director shall be a member. Subject to law and to the other provisions of these bylaws, each director shall hold office for the fiscal year following his/her election and until his/her successor is chosen and qualified, or until he/she sooner dies, resigns, is removed, or becomes disqualified.
2. The board of directors shall have and may exercise all the powers of the corporation except such as are conferred upon the members by law and by these bylaws.
3. Regular meetings of the board of directors may be held in such places, within the Commonwealth of Massachusetts, and at such times as the board may by vote from time to time determine, and no notice shall be required for any regular meeting held at a time and place fixed in advance by the board of directors if notice of the times and places so fixed for regular meetings shall have been given, within the same calendar year, in writing to each director by leaving such notice with him/her or at his/her residence or usual place of business, or by mailing it, postage prepaid, addressed to such director at his/her address as it appears upon the books of the corporation.
4. Special meetings of the board of directors may be held at any time and at any place within the Commonwealth of Massachusetts, when called by the president, the clerk, or two (2) or more directors, reasonable notice thereof being given to each director by the clerk or, in case of the death, absence, incapacity, or refusal of the clerk, by the president or the directors calling the meeting, or at any time without call or formal notice, provided all the directors are present or waive notice thereof by a writing which is filed with the records of the meeting. In any case, it shall be deemed sufficient notice to a director to send notice by mail at least forty-eight hours, or by telegram at least twenty-four hours, before the meeting, addressed to him/her at his/her usual or last-known business or residence address.
5. A majority of the directors then in office shall constitute a quorum for the transaction of business except that in no event shall a quorum be less than nine (9) directors. Any meeting may be adjourned by a majority of the votes cast upon the question whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the directors in attendance thereat shall, except where a larger vote is required by law, or by these bylaws, decide any question brought before such meeting.
6. Any action required or permitted, to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing or by telephone poll and the consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting. The directors may establish procedures pursuant to which such polls may be taken.
7. The meetings of the board of directors shall be open to the general membership of the Corporation, but no person who is not a director shall vote at such meetings.

8. A member of the board of directors may resign at any time by filling a written resignation with the clerk or other officer. Such resignation shall take effect at any time or upon the notice specified therein, or, if none is specified, upon receipt. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective. Any vacancy may be filled by the majority vote of the board of directors and any member so elected shall fill the unexpired term of vacancy.

9. Any officer, director, or member of any operating committee of the Corporation who has a financial interest, direct or indirect, in any matter which is under consideration before the board of directors or operating committee shall disclose his/her interest and shall refrain from discussing and voting on the matter, and shall abstain from representing the Corporation at any hearing or other deliberation of any local or state agency or board which must approve or is otherwise interested in the matter.

10. Any officer or director shall be prohibited from identifying him/herself in any way as affiliated with the Corporation in supporting any candidate for public office.

ARTICLE VI: COMMITTEES

The board of directors, or the president with the approval of the board of directors, may appoint such committees as the board of directors may deem desirable. Such committees may be temporary or continuing, shall act with respect to such special or general problems as the board of directors may from time to time determine. Members of such committees may be removed at any time with or without cause, and any committee may be terminated at any time by the board of directors.

ARTICLE VII: EXECUTIVE COMMITTEE

The executive committee shall consist of the president, vice presidents, clerk, treasurer, and chairperson of the board. The members of the executive committee shall serve for a term of one fiscal year, concurrent with the terms of their respective offices.

1. The executive committee shall perform the following duties:

- a) To serve as advisors to the board of directors.
- b) To carry out the directives of the board of directors.
- c) To manage the daily business of the board of directors.
- d) To meet as necessary between board meetings to fulfill responsibilities delegated to them by the board.
- e) To perform any other functions as from time to time the board of directors may require.

ARTICLE VIII: OFFICERS

1. The officers shall be a chairperson of the board, a president, a vice president, a second vice president, a treasurer, a clerk, and such other officers as the board of directors may in their discretion from time to time appoint. The chairperson of the board, the president, the treasurer, the vice president, the second vice president, and the clerk shall be members in good standing of the Corporation and shall be chosen at the annual meeting of the members.

2. The chairperson of the board, the president, the vice president, the second vice

president, the treasurer, and the clerk shall be directors. So far as is permitted by law, any two or more offices may be held by the same person. Subject to law and to the provisions of these bylaws, each officer shall hold office for the fiscal year following his/her election and until his/her successor is chosen and qualified, or until he/she sooner dies, resigns, is removed, or becomes disqualified. Each officer shall, subject to these bylaws, have in addition to the duties and powers herein set forth such duties and powers as are commonly incident to his/her office, and shall from time to time be designated.

3. No person shall be elected to the office of president more than twice in ten years, and no person who has held the office of president, or acted as president, for more than six (6) months of a term to which some other person was elected president shall be elected to the office of president more than once in ten years.

4. No person shall be elected to the office of chairperson more than twice in ten years, and no person who has held the office of chairperson, or acted as chairperson, for more than six (6), months of a term to which some other person was elected chairperson shall be elected to the office of chairperson more than once in ten years.

5. However, at the request of the Nominating Committee, the Board may vote to waive the term limitation of either section 3 or 4 above (but not both) for a period of up to one fiscal year, if there would otherwise be a turnover of more than two-thirds (2/3) of the Executive Committee members named in Article VII: Executive Committee.

ARTICLE IX: CHAIRPERSON OF THE BOARD

The chairperson of the board, except as otherwise voted by the board of directors, shall preside at all meetings of the members and of the board of directors at which he/she is present and shall propose the agenda for all meetings of the members and directors and shall be responsible for the development of policies for the Corporation.

ARTICLE X: PRESIDENT AND VICE PRESIDENT

1. The president shall be the chief executive officer of the Corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Corporation.

2. The vice president and second vice president shall have the duties and powers that the executive committee shall determine, as approved by the board of directors, within 90 days following their election., The vice president, or second vice president, if there is more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his/her inability to act.

ARTICLE XI: TREASURER

The treasurer shall be the chief financial officer and chief accounting officer of the Corporation and shall, subject to the direction and control of the board of directors, have general charge of the financial affairs of the Corporation and the care and custody of its funds, securities, and valuable papers, except his/her bond, if any is required, and except records and documents required hereby or by vote of the directors to be kept by some other person. He/she shall keep or cause to be kept accurate books of account available at all reasonable times to

inspection by any director. He/she shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations and orders for the payment of money to the Corporation, and to accept drafts on its behalf. If at any time the treasurer is absent or unable to serve, an alternate treasurer, as selected by the executive, committee and approved by the board of directors, shall have all the powers given to the treasurer by these bylaws.

ARTICLE XII: CLERK

1. The clerk shall keep an attested copy of the articles of organization and articles in amendment of said articles and of these bylaws with reference on the margin of these bylaws to All amendments thereof, and a true record of all meetings of members and of the board of directors in a book, to be kept thereof, which book shall be open at all reasonable times to the inspection of any member. In the absence of the clerk at any such meeting a temporary clerk shall be chosen, who shall record the proceedings of such meeting in the aforesaid book. The clerk and such, temporary clerk, shall be sworn.

2. The clerk shall also keep or cause to be kept the membership books of the Corporation, which shall contain a, complete list of all members and their residences, at an office of the Corporation in the Commonwealth of Massachusetts for the inspection of the members.

ARTICLE XIII: RESIGNATIONS AND REMOVALS

Any director or officer or agent may resign at any time by delivering his/her resignation in writing to the president or the clerk or to a meeting of the board of directors. The members may, with or without cause, by vote of two thirds of the members present in person at any meeting so called for the purpose, remove from office any director or directors, the president, the vice presidents, the treasurer, or the clerk, one or more. The board of directors may, with or without cause, by a two thirds (2/3) vote of the whole board of directors, remove from office any officer appointed by the board or terminate or modify the authority of any such officer or any agent.

The board of directors may, by a two-thirds (2/3) vote of the whole board of directors remove from office any director or any other officer for any reason it may deem sufficient.

ARTICLE XIV: VACANCIES

If the office of any director, the chairperson of the board, the president, the vice presidents, the treasurer, or the clerk, or one or more becomes vacant, by reason of death, resignation, removal, or disqualification, a successor or successors may be elected by the members at a meeting called for the purpose, which may be the same meeting at which a former holder of such office was removed, or in the absence of such election by the members the board of directors may elect or appoint a successor or successors, by vote of a majority of the directors present and voting. Each such successor shall hold office for the unexpired term, and until his/her successor shall be elected or appointed and qualified, or until he/she sooner dies, resigns, is removed, or becomes disqualified.

ARTICLE XV: SEAL

The Corporation may adopt, and from time to time alter, a corporate seal upon which shall be inscribed its name, date of incorporation and such other device, words, or figures, if any, as the board of directors may determine.

ARTICLE XVI: EXECUTION OF PAPERS

Except as the board of directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Corporation shall be signed by the president or by the treasurer.

ARTICLE XVI: PERSONAL LIABILITY

The members, directors, and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE XVIII: INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each of its directors, officers, employees or other agents against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise of actions, suits, claims, or other proceedings, as fines or penalties, or as counsel fees, necessarily paid or incurred in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which such person may be involved by reason of membership in the Corporation or on the board of directors, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Any payment by way of settlement, compromise, or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the board of directors to have been made in the best interests of the Corporation.

ARTICLE XIX: FISCAL YEAR

The fiscal year of the Corporation shall begin with first day of July and shall terminate with the thirtieth day of June in each calendar year.

ARTICLE XX: AMENDMENTS

1. These bylaws may be altered, amended or repealed in whole or in part by a vote of a two-thirds (2/3) of the directors then in office, except with respect to any provision thereof which by law, the articles of organization or these bylaws requires action by the members. The vote to alter, amend, or replace the bylaws shall be taken at the next regularly scheduled board of directors meeting following the introduction of the motion to alter, amend or replace the bylaws. Not later than the time of giving notice of the meeting of members next following the amending or repealing by the directors of any bylaw, notice thereof stating the substance of such change shall be given to all members.

2. These bylaws may be altered, amended or repealed in whole or in part by two thirds of the voting members present at any annual meeting (or special meeting in lieu thereof) of members or at any special meeting of members called for the purpose, provided that the proposed amendment has been inserted in the notice of such meeting. Such notice shall be

required if a petition to amend a bylaw has been signed by at least twenty (20) voting members of the Corporation and submitted to the board of directors at least two (2) weeks in advance of the meeting for inclusion in the notice.

ARTICLE XXI: CONSTRUCTION

These bylaws shall be construed in accordance with the laws of the Commonwealth of Massachusetts, and all meetings of members and directors shall be conducted in accordance with accepted rules of parliamentary procedure as delineated in Robert's Rules of Order, insofar as said procedures do not conflict with these bylaws.

ARTICLE XXII: DISSOLUTION OF THE CORPORATION

In the event of dissolution of the Ellis Neighborhood Association, funds remaining in the treasury shall be transferred to one or more non-profit 501(c)(3) organizations, in the Ellis Neighborhood with similar purposes.