

BYLAWS OF THE ELLIS NEIGHBORHOOD ASSOCIATION, INC

AS AMENDED November 26, 2013

ARTICLE I: PURPOSE

The Ellis Neighborhood Association, Inc. is a not-for-profit 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 also endeavor to keep its neighborhood informed of political issues relevant to its purpose, but it will not affiliate with or endorse candidates for public office or take partisan political positions.

In order to clearly convey the area of the City of Boston in which the Corporation centers its purpose it may also identify itself as "The Ellis South End Neighborhood Association" in its logo and other communications.

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. Members of the Corporation

All persons maintaining a bona fide residence in the Ellis Neighborhood, and all persons who own or operate a business or not-for-profit organization 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. In no event will such eligibility requirements be discriminatory on the basis of sex, race, age, sexual preference, creed, or national origin.

There shall be such classes or types of Members of the Corporation as the Board of Directors may from time to time establish, and the Board of Directors may fix the amount of annual dues for each. Upon paying the dues fixed for the current year, Members of the Corporation shall be entitled to participate in deliberations of the Corporation. Dues for the fiscal year shall be payable at the beginning of that year, or upon initial application for Membership in the Corporation.

Membership shall be terminated three (3) months after the end of the fiscal year if the Member's dues remain unpaid. However, upon subsequent payment of annual membership dues, a Member will immediately be reinstated for the remainder of the fiscal year.

A Member of the Corporation may resign at any time by delivering his/her resignation in writing, by letter or electronically, to the Clerk or other Officer. Such resignation shall take effect upon the notice specified therein or, if none is specified, upon receipt.

Any person, corporation, association or trust otherwise eligible for Membership in the Corporation 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.

2. Associate Members

The Board of Directors may also establish classes or types of Associate Membership for persons not eligible as Members of the Corporation who wish to involve themselves with the purpose and activities of The Ellis Neighborhood Association, Inc. The Board of Directors may fix the amount of annual dues for such Associate Members who shall be entitled to attend all meetings of the Corporation and to address such meetings at the discretion of the Chairperson or other presiding officer.

3. Meetings of Members of the Corporation

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, prior to the end of the Corporation's fiscal year, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the Annual Meeting.

Special Meetings of the Members may be called by the President, the Clerk, or any two (2) Directors.

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 notice of such meeting.

Written notice of each Meeting of Members, stating the place, day, hour and purpose thereof, shall be given to all Members at least seven (7), or in the case of the Annual Meeting fifteen (15), days before the meeting. Notice may be given by the Clerk or 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.

Such notice shall include hand delivery, mail or electronic communication to Members at their addresses as recorded upon the books of the Corporation. However, every Member must receive notice in at least one form. Similar notice shall be given to Associate Members.

4. Quorum and Voting Procedures

At any Meeting of the Members, twenty (20) Members shall constitute a quorum for the consideration of any question. However, any meeting may be adjourned by a majority of the votes cast, whether or not a quorum is present.

A Member of the Corporation shall be entitled to vote 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. Members may vote in person only.

When a quorum is present, a majority of the Members present shall decide any question brought before such meeting, except where a larger vote is required by law or by these Bylaws.

ARTICLE IV: BOARD OF DIRECTORS

The Board of Directors shall have and may exercise all the powers of the Corporation except

those conferred upon the Members by law and by these Bylaws.

1. Board Membership

There shall be a Board of Directors of not less than twenty (20) or more than thirty (30) Members of the Corporation elected by ballot at the Annual Meeting of the Members (or Special Meeting in lieu thereof). Subject to law and to the other provisions of these Bylaws, each Director shall hold office for the fiscal year following election or until he/she dies, resigns, is removed or becomes disqualified.

Directors shall generally be expected to attend meetings of the Board, to join Committees of the Board and to support the Corporation's activities insofar as possible. The Executive Committee shall develop specific guidelines for Directors at its discretion and may revise them at any time, subject to approval by the Board of Directors.

Any Director or Officer of the Corporation who has a direct or indirect interest in any matter under consideration by the Board of Directors shall disclose that interest and refrain from discussing and voting on the matter. Such Director or Officer 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.

No Director or Officer shall identify him/herself in any way as affiliated with the Corporation in supporting any candidate for public office or any partisan political issue.

2. Directors Meetings

Regular meetings of the Board of Directors shall be held in the Commonwealth of Massachusetts, in or near the Ellis Neighborhood, in such places and at such times as the Board may by vote determine. No notice shall be required for any regular meeting held at a time and place so fixed in advance if written notice shall have been given to each Director at the beginning of his/her term. Such notice shall include hand delivery, mail or electronic communication to Directors at their addresses as recorded upon the books of the Corporation. However, every Director must receive notice in at least one form.

Special meetings of the Board of Directors may be called by the President, Clerk, or two (2) or more Directors. Notice thereof shall be given to each Director by the Clerk, President or the Directors calling the meeting at least forty-eight (48) hours before the meeting. Such notice shall include hand delivery, mail or electronic communication to Directors at their addresses as recorded upon the books of the Corporation. However, every Director must receive notice in at least one form.

Meetings of the Board of Directors shall be open to the public. Members, Associate Members and others may address the Board at the discretion of the Chairperson, but no person who is not a Director shall vote at such meetings. The Board reserves the right to convene in closed executive session when so voted by a majority of the Directors in attendance.

3. Quorum and Voting Procedures

At any meeting of the Board of Directors, 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. However, any meeting may be adjourned by a majority of the votes cast, whether or not a quorum is present.

When a quorum is present, a majority of the Directors in attendance shall decide any question brought before it, unless a larger vote is required by law or by these Bylaws.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of Directors consent in advance, in writing, including electronic communication. The Executive Committee shall establish procedures to conduct the subsequent vote, for which a majority of the Directors participating shall decide the question, unless a larger vote is required by law or by these Bylaws. Both the consents and the vote shall be reported by the Clerk at the next meeting of the Board of Directors and included in the meeting records.

ARTICLE V: NOMINATIONS

1. Nominating Committee

Within ninety (90) days after the start of the fiscal year, the Executive Committee shall propose to the Board of Directors for its approval the names of at least five (5) Members of the Corporation to serve as a Nominating Committee to prepare a slate of Officers (as defined in Article VII) and Directors (as defined in Article IV) to serve for the following fiscal year.

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

At least thirty (30) days before the Annual Meeting of the Members (or Special Meeting in lieu thereof), the Nominating Committee shall deliver its slate to the Chairperson of the Board. The slate shall be circulated to and reviewed by the Board and included with the Notice of Annual Meeting (or Special Meeting in lieu thereof), along with a verbatim statement of the procedures for Additional Nominations established by these Bylaws.

2. Additional Nominations

At the Annual Meeting (or Special Meeting in lieu thereof), any Member of the Corporation may nominate any other Member in attendance who agrees to be added to the slate. If the Member nominated is not present, the Member making the nomination shall present to the President a written statement of willingness to accept the nomination.

3. Subsequent Nominations

If the slate of Officers and Directors elected includes fewer Members than the maximum allowed by Article IV, the Nominating Committee may reconvene subsequent to the Annual Meeting (or Special Meeting in lieu thereof) to nominate additional Members to serve as Directors for a partial term. Such Directors may be elected by the Members at a Meeting of the Members called for the purpose.

In the absence of such election by the Members, the Board of Directors may approve a successor or successors so nominated by vote of a majority of the Directors present and voting. Each such successor shall complete the unexpired term. Members and Associate Members shall receive prompt notice of such action by the Board of Directors.

ARTICLE VI: COMMITTEES AND REPRESENTATIVES

1. Committees

The Board of Directors, or the Executive Committee with the approval of the Board of Directors, may establish Committees (including Sub-Committees) as deemed desirable to address specific or general matters of interest to the Corporation and appoint Directors to chair them.

Such Committees may be temporary or continuing, and they shall meet regularly and report on

their activities to the Board of Directors, submitting actions to be voted on as needed. Any Committee may be terminated at any time by the Board of Directors.

Committees may include Directors, Members and Associate Members.

Committee chairs and members may be removed from the Committee at any time, with or without cause, by the Executive Committee with prompt notice to the Board of Directors.

2. Representatives

The Board of Directors, or the Executive Committee with the approval of the Board of Directors, may appoint Directors or Members to represent it on advisory boards, panels or working groups of any sort. Such Representatives shall regularly report on the meetings they have attended and shall not take any position on behalf of the Corporation without prior approval by the Executive Committee and notice to the Board of Directors.

In cases where specialized expertise is required for effective representation of the Corporation, Associate Members may similarly be appointed, subject to the same requirements.

If the advisory board, panel or working group is of multi-year duration, such appointment shall be renewed annually by the Executive Committee or Board of Directors. Such Representatives may be removed at any time, with or without cause, by the Executive Committee with prompt notice to the Board of Directors.

ARTICLE VII: OFFICERS AND EXECUTIVE COMMITTEE

The Officers of the Corporation shall be a Chairperson of the Board, a President, two Vice Presidents, a Treasurer, a Clerk and such other officers as the Board of Directors may at its discretion from time to time appoint. All shall be Members of the Corporation who are eligible to vote and Directors. They shall be elected as Directors and Officers at the Annual Meeting of Members (or Special Meeting in lieu thereof).

Such Officers shall constitute the Executive Committee of the Corporation for the duration of their terms of office.

The Executive Committee shall:

- . serve as advisors to the Board of Directors and carry out its directives,
- . propose a strategic agenda and committee structure, within ninety (90) days after the start of the fiscal year, for review and approval by the Board of Directors,
- . manage the daily business of the Board of Directors and meet as necessary to fulfill the responsibilities delegated to them by the Board, and
- . perform any other functions assigned by the Board of Directors or deemed necessary to fulfill its responsibilities.

Subject to law and to the provisions of these Bylaws, each Officer shall hold office for the fiscal year following election or until he/she sooner dies, resigns, is removed, or becomes disqualified. Each Officer shall 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 assigned by the Board of Directors.

No Officer shall hold the same office for more than three consecutive one-year terms or partial terms. However, at the request of the Nominating Committee, the Board of Directors may vote to

waive the term limitation of any one Officer 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 positions.

ARTICLE VIII: CHAIRPERSON OF THE BOARD

The Chairperson of the Board shall preside at all Meetings of the Members, of the Board of Directors and of the Executive Committee, shall propose the agenda for all such meetings and shall be responsible for the development of policies for the Corporation. In the absence of the Chairperson, the President, or other Officer designated by the President, shall preside.

ARTICLE IX: PRESIDENT AND VICE PRESIDENTS

The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general charge and supervision of the affairs of the Corporation.

Two Vice Presidents shall have duties and powers assigned by the Executive Committee and approved by the Board of Directors. Subject to the ratification and control of the Board of Directors, they shall share and may exercise the powers and duties of the President during his/her absence or inability to act.

ARTICLE X: TREASURER

The Treasurer shall be the chief financial and 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 custody of its funds, securities, contracts, tax filings and other valuable papers, except his/her bond, if any such is required, and those records and documents required to be kept by the Clerk. He/she shall keep, or cause to be kept, accurate books of account available for inspection by any Director, have power to endorse for deposit all checks and other means of payment to the Corporation, and to expend the Corporation's funds subject to limits, if any, established by the Board of Directors

Within ninety (90) days after the start of the fiscal year, the Treasurer shall prepare, or cause to be prepared, the Corporation's annual operating budget and shall report thereon at meetings of the Board of Directors and at the Annual Meeting of Members (or Special Meeting in lieu thereof).

He/she shall further ensure the Corporation's compliance with not-for-profit tax reporting required by the Internal Revenue Service, Commonwealth of Massachusetts and any other governmental entities.

If at any time the Treasurer is absent or unable to serve, an Alternate Treasurer, selected by the Executive Committee and approved by the Board of Directors, shall have those powers given to the Treasurer by these Bylaws.

ARTICLE XI: CLERK

The Clerk shall record the proceedings of each Meeting of the Members and of the Board of Directors. In the absence of the Clerk, another Director shall be chosen by the Chairperson to record the proceedings of such meeting. All such records shall be subsequently reviewed and approved by

the Board of Directors before filing with the Corporation's governing records.

He/she shall further be responsible for maintaining the governing records and documents of the Corporation, including, but not limited to, an attested copy of the Corporation's Articles of Organization and any articles in amendment thereof, these Bylaws and their predecessors, and an approved, true record of all Meetings of Members and of the Board of Directors, and for ensuring compliance with the corporate reporting requirements of the Commonwealth of Massachusetts.

The Corporation's governing records and documents shall be maintained as physical and electronic copies at a location designated by the Corporation in the Commonwealth of Massachusetts for the inspection of Members. Whenever possible, they shall be included on the Corporation's website for access by the general public.

The Clerk shall also keep, or cause to be kept, the membership books of the Corporation, which shall contain a complete and current list of all Members and Associate Members, including appropriate addresses for mail or hand delivery and for electronic communication.

ARTICLE XII: FINANCIAL REVIEW COMMITTEE

The Executive Committee shall propose to the Board of Directors for its approval the names of at least three (3) Members of the Corporation, none of whom shall be Officers, to serve as a Financial Review Committee responsible for reviewing the Corporation's operational controls, financial reports and tax compliance. This Committee shall be ratified by vote at the Annual Meeting of the Members (or Special Meeting in lieu thereof). The Committee will conduct its review after the close of the fiscal year and report its findings to the Board of Directors.

ARTICLE XIII: RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS

A Director or Officer may resign at any time by delivering his/her resignation in writing, by letter or electronically, to the Clerk or other Officer or to a meeting of the Board of Directors. Such resignation shall take effect 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.

The Members of the Corporation may, with or without cause, by vote of two-thirds (2/3) of the Members present in person at a meeting called for the purpose, remove any Director or Officer, one or more.

The Board of Directors may, with or without cause, by a vote of two-thirds (2/3) of the whole Board of Directors, remove any Director or Officer or terminate or modify the authority of any Officer.

ARTICLE XIV: VACANCIES ON THE BOARD OF DIRECTORS

If the office of any Officer or Director becomes vacant, by reason of death, resignation, removal, or disqualification, a successor or successors to complete the unexpired term may be elected by the Members at a Meeting of the Members called for the purpose. This may be the same meeting at which a former holder of such office was removed.

In the absence of such election by the Members, the Board of Directors may appoint a

successor or successors by vote of a majority of the Directors present and voting. Each such successor shall complete the unexpired term. Members and Associate Members shall receive prompt notice of such action by the Board of Directors.

ARTICLE XV: EXECUTION OF PAPERS

Except as the Board of Directors may generally or in particular cases otherwise authorize, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted, or endorsed by the Corporation shall be executed by the Chairperson, President or 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.

The Executive Committee shall be responsible for maintaining appropriate Directors and Officers insurance, with premiums paid by the Corporation.

ARTICLE XVII: 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 XVIII: 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 XIX: 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 XX: CONSTRUCTION

These Bylaws shall be construed in accordance with the laws of the Commonwealth of Massachusetts. 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 XXI: AMENDMENTS

1. Action by Board of Directors

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 Corporation's Articles of Organization or these Bylaws requires action by the Members of the Corporation. The vote to alter, amend, or replace the Bylaws shall be taken at the next regularly scheduled meeting of the Board of Directors after the introduction of the motion to so act.

Members and Associate Members shall receive prompt notice of such action by the Board of Directors and a summary of major amendments as approved.

2. Action by Members of the Corporation

These Bylaws may be altered, amended or repealed in whole or in part by two-thirds (2/3) of the Members of the Corporation 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 proposal has been inserted in the notice of such meeting.

If a petition to amend has been signed by at least twenty (20) Members of the Corporation and submitted to the President or Clerk, it shall be included in the next subsequent notice of Annual or Special Meeting of the Members.

ARTICLE XXII: DISOLUTION OF THE CORPORATION

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

Articles of Incorporation: August 23, 1982

Bylaws: September 22, 1964

Amended: April 20, 1971

March 28, 1986

February 14, 1989

March 22, 1994

May 25, 1999

March 28, 2000

March 27, 2001