

**BYLAWS**

**OF THE**

**HARBOR VIEW**

**NEIGHBORHOOD ASSOCIATION**

**ARTICLE I**

**ARTICLES OF ORGANIZATION**

The name and purposes of the Corporation shall be as set forth in the Articles of Organization.

**ARTICLE II**

**BOARD OF DIRECTORS**

**SECTION I**

**Power and Number**

The general management of the business, property and affairs of the Corporation shall be vested in a Board of five (5) Directors.

The structure of the Board shall consist of: two (2) Co-Chairpersons, a Secretary, a Treasurer and an At-Large Director.

The Co-Chairpersons shall act as the chief executive officers of the Corporation responsible for the administration of its affairs. Each may sign for the Corporation all deeds, agreements and other formal instruments. The Co-Chairpersons shall preside over meetings of the Corporation, set the agenda for such meetings, and arrange for and invite guest speakers to such meetings. The Co-Chairpersons shall be responsible for all official communications from the Corporation.

The Secretary shall keep records of all meetings, maintain and publish official copies of all minutes, and maintain sign-in sheets,

directories, rosters, correspondence, Bylaws and any amendments thereto.

The Treasurer shall be the chief financial officer of the Corporation and shall be in charge of all funds and securities of any type. He/she shall maintain the accounts of the Corporation and make disbursements with approval of the Co-Chairpersons. The Treasurer shall prepare an annual financial statement for the Board.

The At-Large Director shall assist all other Directors in the duties outlined above and make him/herself available for special projects and events as the Board shall see fit.

## **SECTION II**

### **Election, Term of Office and Vacancies**

The first Board of Directors shall be those persons listed as having the powers of Directors in the Articles of Organization.

The term of office for each Director shall be two years.

Only residents of Harbor View who have been active in the organization may be considered for election as a Director.

Nominations for Directors shall occur every two years at the May meeting of the Corporation. Elections shall occur the following month at the June meeting. Each Director elected at the June meeting shall begin serving his/her two-year term the following September.

Directors shall be elected by a vote of the majority of the Voting Members.

## **SECTION III**

### **Resignation**

Any Director may resign at any time by giving written notice of such resignation to the Board. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board.

Upon the resignation of a Director, a Special Election shall be held in which nominations are accepted at the next meeting of the Corporation and election held at the following meeting. Those Directors so elected shall serve for the remainder of the then existing Board's two year term.

## **SECTION IV**

### **Removal**

A Director may be removed or suspended for cause by an affirmative vote of a majority of the Directors then in office at a special meeting called for that purpose, provided that such Director is given at least seven days notice of the proposed removal and the reasons therefor, and an opportunity to be heard at the meeting.

Upon the removal of a Director, a Special Election shall be held in which nominations are accepted at the next meeting of the Corporation and election held at the following meeting. Those Directors so elected shall serve for the remainder of the then existing Board's two year term.

## **SECTION V**

### **Compensation**

No Director shall receive compensation for serving as such.

## **SECTION VI**

### **Committees**

The Board may delegate such of its powers as it considers advisable to committees as the Board or these Bylaws may from time to time establish. All committees shall serve at the pleasure of the Board and shall report to the Board regularly.

## **SECTION VII**

### **Conflicts of Interest**

No contract or other transaction between this Corporation and any other person or organization, and no act of this Corporation, shall

be affected by the fact that a Director has a financial or other interest in such other person or organization. Any Director with such a conflict of interest shall disclose said conflict to the Board and abstain from voting on any related matter.

## **Section VIII** **Board Meetings**

The Board shall meet annually on such date and at such place and time as the Board may determine. Regular meetings shall be at such date, place and time as the Board may from time to time determine. A majority of Directors then in office shall constitute a quorum. Voting at such meetings shall be by majority vote.

# **ARTICLE III** **MEMBERS**

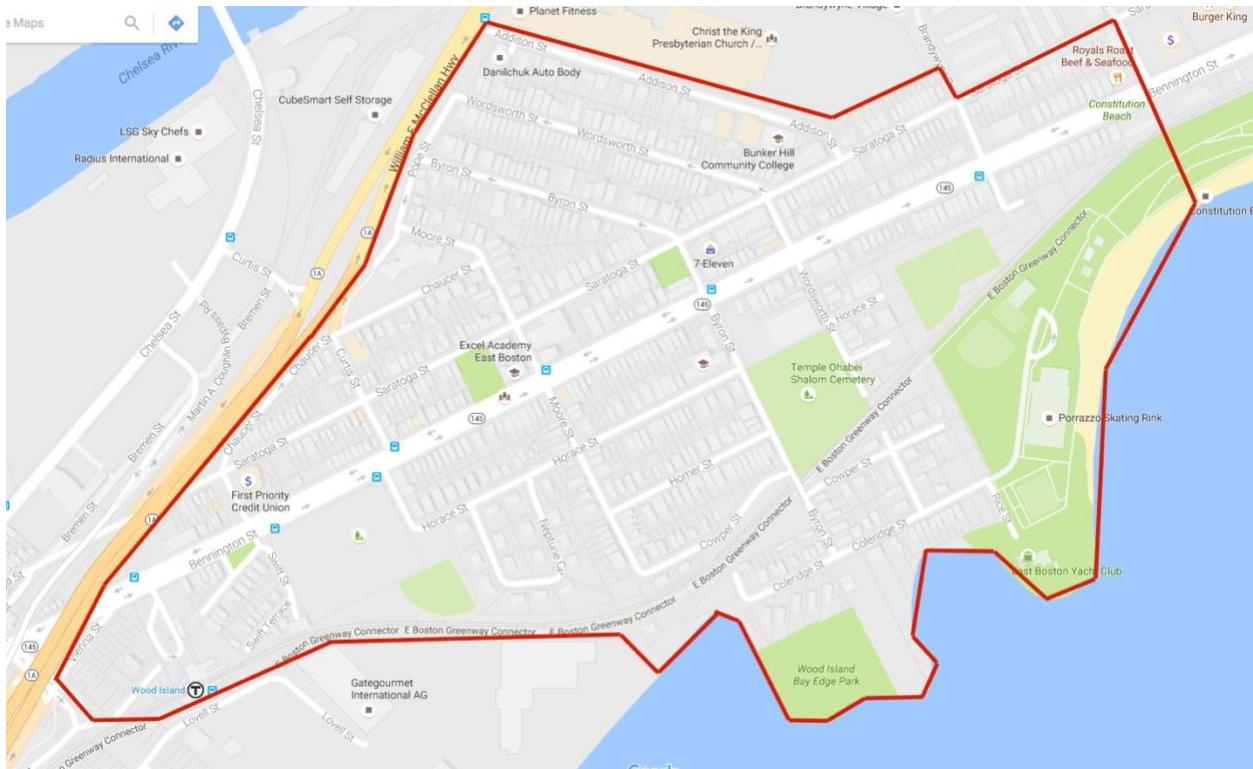
## **Section I** **Membership**

Membership shall be open to all individuals in sympathy with the purposes of the Corporation. There shall be two classes of Membership, Voting and Non-Voting.

## **Section II** **Voting Members**

Voting Members shall be defined by: a) residency within the Corporation's Boundaries, b) age 18 or over, AND c) attendance at one of the last three meetings. Abutters within 300' of a proposed project for which a vote is to be taken, who meet all other requirements herein, are exempt from the prior attendance requirement.

The Boundaries of the Corporation are those as defined in the map below:



The Secretary shall keep a Voting Membership Roster, which will be determined by the attendance sign-in sheets that shall be made available at each meeting. The Voting Membership Roster shall be used to determine which Members will be considered Voting Members at any given time.

Each Voting Member shall have one vote.

Proxy and absentee voting is prohibited, except in exceptional circumstances, upon approval by the Board.

### **Section III** **Non-Voting Members**

Non-Voting Membership is open to any person sympathetic to this Corporation's purpose, as stated in the Articles of Organization. Non-Voting members may not vote, but are welcome to otherwise participate in the activities of the Corporation.

## **Section IV**

### **Conflict of Interest**

Any Voting Member with a personal financial interest in a matter before the Membership, or a representative of a private or public entity with such interest, shall be disqualified from voting on such issue.

Any Voting or Non-Voting member with a personal financial interest in a matter before the Membership, or a representative of a private or public entity with such interest, shall disclose said interest prior to commenting on any projects or proposals under discussion by the Corporation.

## **Section V**

### **Expulsion of Members**

Members who knowingly disturb the orderly operation of Corporation proceedings or violate the Corporation's non-partisanship may be asked to leave. Repeated offenders may, at the Board's discretion, be barred from membership for a duration of time to be established by the Board.

## **Section VI**

### **Timing of Vote**

The Corporation shall not, absent extraordinary circumstances to be determined by the Board, vote on any development or licensing matter prior to the City of Boston holding an Abutters' Meeting on said project. Abutters meetings held on the same night as Corporation meetings shall not satisfy this requirement and are strongly discouraged.

## **ARTICLE IV** **MEMBERSHIP MEETINGS**

The Corporation shall hold a minimum of nine meetings per year that are open to the Members of the Corporation. Meetings shall be held in locations that are open to the public at the time of the meeting.

The time, schedule and place of meetings shall be set by the Board at or about the September meeting. The Board shall furthermore publicize notice of said meetings by all manners practicable.

The Board shall prepare an agenda for each meeting and strive to conduct the meeting in comportment therewith.

The Corporation's annual meeting shall occur at the June meeting.

## **ARTICLE V** **INDEMNIFICATION OF DIRECTORS**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an director of the corporation against all expenses and liabilities, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she 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.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this

Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

## **ARTICLE VI** **GENERAL PROVISIONS**

### **Section I** **Corporate Seal**

The corporate seal, if any, shall be in a form determined from time to time by the Board of Directors.

### **Section II** **Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August, unless otherwise determined by the Board of Directors.

### **Section III** **Non-Partisanship**

The Board shall conduct all proceedings in a non-partisan manner. The Board expects its members to abide likewise in all Corporation fora. In the name of comity, no petitioning or signature-gathering shall be allowed at Corporation proceedings.

### **Section IV** **Non-Discrimination**

The directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis. It is the policy of the Corporation not to discriminate on the basis of: age, ancestry, color, creed, gender, gender identity, marital status, national origin, physical disability, political service or affiliation, race, religion, sex, sexual orientation, or veteran's status.

## **ARTICLE VII**

### **AMENDMENTS**

These Bylaws may be amended by a majority vote of the Voting Members present and voting at any meeting, provided that notice describing the proposed amendment has been given in writing with notice of the meeting.