

# **Ashmont Hill Association, Inc. By Laws**

## **Article I - General**

### **Section 1.1. Offices.**

The principal office of the corporation shall be in Dorchester, Massachusetts. The corporation may also have offices at such other place or places within or without Massachusetts as the Board of Directors may from time to time determine or as the business of the corporation may require.

### **Section 1.2. Seal.**

The seal of the corporation shall be in the form of a circle inscribed with the name of the corporation, the year of its incorporation and the word "Massachusetts." When authorized by the Board of Directors and to the extent not prohibited by law, a facsimile of the corporate seal may be affixed or reproduced.

### **Section 1.3. Fiscal Year.**

The fiscal year of the corporation shall be the twelve months ending December 31 of each year.

## **Article II - Members**

### **Section 2.1. Eligibility.**

Any person of eighteen years of age or older whose principal residence (whether owned or rented) is located in that section of Dorchester, Massachusetts, known as Ashmont Hill and generally described as bounded by Talbot Avenue, Ashmont Street, Washington Street, and Brent Street, shall be eligible to become a member of the corporation. Membership in the corporation shall be available without regard to race, color, religion, gender, national or ethnic origin, handicap, or sexual preference. The corporation shall conduct an annual enrollment of members, but eligible persons may be admitted to membership at any time.

### **Section 2.2. Dues.**

No person shall be required to pay dues as a condition of becoming a member of the corporation or as a condition of maintaining membership status.

### **Section 2.3. Place of Meeting.**

Meetings of the members shall be held at the principal office of the corporation or, to the extent permitted by the Articles of Organization, at such other place within the United States as the Board of Directors may from time to time designate.

### **Section 2.4. Annual Meeting.**

The annual meeting of the members, commencing with the year 1999, shall be held on the fourth Friday in October of each year, or, if that day shall be a legal holiday in the place where the

meeting is to be held, on the next succeeding full business day, at 7:00 P.M., or on such other date, and at such time, as shall, from time to time, be designated by the Board of Directors and stated in the notice of the meeting. At the annual meeting the members shall elect a Board of Directors and shall transact such other business as may properly be brought before such meeting. At the annual meeting any business may be transacted whether or not the notice of such meeting shall have contained a reference thereto, except where such a reference is required by law, the Articles of Organization or these By-laws. If the annual meeting is not held on the date determined in accordance with this Section, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

### **Section 2.5.Special Meetings.**

Special meetings of the members may be called by the President or by the Board of Directors, and shall be called by the Clerk or, in case of the death, absence, incapacity or refusal of the Clerk, by another officer, upon written application of members representing at least ten percent (10%) of the smallest quorum of members required for a vote upon any matter at the annual meeting of the members. At any special meeting only business to which a reference shall have been contained in the notice of such meeting may be transacted.

### **Section 2.6.Notice of Meetings.**

Written or printed notice of each meeting of the members, stating the place, date and hour and the purposes of the meeting, shall be given in a timely manner by the Clerk, an Assistant Clerk or other officer calling the meeting by publishing such notice in the corporation's monthly newsletter, which shall be distributed throughout the Ashmont Hill neighborhood. No notice of any meeting need be given to any member if such member waives such notice (i) by a writing executed before or after such meeting and filed with the records of the meeting or (ii) by his or her presence in person at such meeting.

### **Section 2.7.Quorum.**

At each meeting of the members a majority of the members in good standing, present in person, shall constitute a quorum. For purposes of these By-laws, a member shall be in good standing, as of the date of any meeting, if such member has attended at least three other meetings within the twelve (12) months preceding such meeting. The announcement of a quorum by the officer presiding at the meeting shall constitute a conclusive determination that a quorum is present. The absence of such an announcement shall have no significance. If a quorum is not present, the members in good standing present at such meeting, by a majority vote, may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted if the meeting had been held as originally called. The members in good standing present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of one or more members in good standing so as to leave less than a quorum.

### **Section 2.8.Voting.**

Except as otherwise provided by law or the Articles of Organization, at all meetings of the members each member in good standing shall have one vote. A member in good standing may vote only in person; voting by proxy shall not be allowed. Voting on all matters, except the election of directors, shall be by voice vote unless voting by ballot is requested by a majority of the members in good standing present in person. Each election of directors shall be by ballot. Except as otherwise provided by law, the Articles of Organization, or these By-laws, at all meetings of the members all questions shall be determined by a vote of a majority of the members in good standing present in person.

## **Article III - Directors**

### **Section 3.1.Powers.**

Except as otherwise provided by law, the Articles of Organization or these By-laws, the business and affairs of the corporation shall be managed by a Board of Directors that may exercise all the powers of the corporation.

### **Section 3.2.Number, Election and Term of Office.**

The Board of Directors shall consist of not less than three nor more than fifteen directors. Within the limits specified, the number of directors shall be determined by (a) a vote of the members in good standing at the annual meeting, (b) a vote of the members in good standing at a special meeting called for the purpose by the Board of Directors, or (c) a vote of the Board of Directors. Except for the initial directors and except as provided in Section 3.13, the directors shall be elected by the members in good standing at the annual meeting of the members or at a special meeting held in lieu thereof. All directors shall hold office until the annual meeting following their election, or special meeting in lieu of such annual meeting, and until their successors are chosen and qualified. No director shall hold office for more than four consecutive terms.

### **Section 3.3. Place of Meeting.**

Meetings of the Board of Directors may be held at any place within or without the Commonwealth of Massachusetts.

### **Section 3.4.Annual Meetings.**

A meeting of the Board of Directors for the election of officers and the transaction of general business shall be held each year at the place of and immediately after the final adjournment of the annual meeting of the members or the special meeting in lieu of the annual meeting. No notice of such annual meeting of the Board of Directors need be given.

### **Section 3.5.Regular Meetings.**

Regular meetings of the Board of Directors may be held, without notice, at such time and place as the Board of Directors may determine. Any director not present at the time of the determination shall be advised, in writing, of any such determination.

### **Section 3.6.Special Meetings.**

Special meetings of the Board of Directors, including meetings in lieu of the annual or regular meetings, may be held upon notice at any time upon the call of the President and shall be called by the President or the Clerk or, in case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application, signed by any two directors, stating the purpose of the meeting.

### **Section 3.7.Notice of Meetings.**

Whenever notice of any meeting of the Board of Directors is required by these By-laws or by vote of the Board of Directors, such notice shall state the place, date and hour of the meeting and shall be given in a timely manner to each director by the President, Clerk, an Assistant Clerk or other officer calling the meeting. No notice of any meeting need be given to any director who waives such notice (i) by a writing executed before or after such meeting and filed with the records of the meeting or (ii) by his or her attendance at such meeting without protesting at or before the commencement of such meeting the lack of notice to such director. No notice of adjourned meetings of the Board of Directors need be given.

### **Section 3.8.Quorum.**

At all meetings of the Board of Directors, a majority of the directors then in office shall constitute a quorum. If a quorum is not present, those present may, by a majority vote, adjourn the meeting from time to time until a quorum is obtained. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted if the meeting had been held as originally called.

### **Section 3.9.Voting.**

At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of the directors present shall decide any matter except as otherwise provided by law, the Articles of Organization or these By-laws.

### **Section 3.10.Meetings Held by Telephone Conference Calls.**

Directors or members of any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

### **Section 3.11. Resignations.**

Any director may resign by giving written notice to the President or the Clerk. Such resignation shall take effect at the time or upon the event 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.

### **Section 3.12. Removal.**

A director may be removed from office with or without cause by the vote of (i) a majority of the then members in good standing, or (ii) a majority of the directors then in office. A director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

### **Section 3.13. Vacancies.**

In the event of a vacancy in the Board of Directors, by reason of an enlargement of the Board of Directors or otherwise, the remaining directors, by majority vote, may elect a director to fill such vacancy and may exercise the powers of the full Board of Directors until the vacancy is filled.

### **Section 3.14. Compensation of Directors.**

Directors may be paid such reasonable compensation for services performed other than in the ordinary course of their service as directors as the Board of Directors may from time to time determine. Upon reasonable substantiation by a director (in accordance with such procedures as may from time to time be established by the Board of Directors) of any other expenses incurred by such director directly for or on behalf of the corporation, such director shall be promptly reimbursed therefor by the corporation, provided, however, that each director shall, with respect to such expenses, comply with such requirements for, and limitations on, reimbursement as the Board of Directors may from time to time establish.

## **Article IV - Committees**

### **Section 4.1. Committees.**

The Board of Directors may, by vote of a majority of the directors then in office, establish one or more committees and delegate to such committees some or all of their powers to the extent permitted by law, the Articles of Organization and these By-laws (including, without limitation, the power, subject to such restrictions as of the Board of Directors may prescribe, to add to a committee members who are not directors of the corporation). Except as the Board of Directors may otherwise determine, any such committee shall be governed in the conduct of its business by the rules governing the conduct of the business of the Board of Directors contained in these By-laws and may, by majority vote of the entire committee, make other rules for the conduct of its business that are not contrary to, or in conflict with, these By-laws. The Board of Directors shall have power at any time to fill vacancies in any such committee, to change its membership (including, without limitation, by removing any one or more of the members thereof) or to discharge the committee.

#### **Section 4.2.Finance Committee.**

There shall be a Finance Committee which shall consist of no fewer than four members, including the President, the Treasurer, and/or the Assistant Treasurer (if any), and such additional members as the Board of Directors shall appoint. The Treasurer shall serve as the Chairman of the Finance Committee. The Finance Committee shall prepare an annual budget for each fiscal year which shall be presented to the Board of Directors for its approval. The Finance Committee shall also review the financial records and internal control procedures of the corporation and shall also supervise the preparation of the corporation's financial statements. The Finance Committee may recommend the appointment and/or replacement of independent accountants for the corporation from time to time.

#### **Section 4.3.Nominating Committee.**

If the Board of Directors determines at any time that there are insufficient qualified and eligible candidates for election to the Board of Directors or to any corporate office, then the Board of Directors shall appoint a Nominating Committee which shall consist of no fewer than three members. Only directors who are not running for re-election at the time of the constitution of the Nominating Committee shall be eligible to serve on the Nominating Committee. The Nominating Committee shall nominate candidates to serve in such capacity as may be specified by the Board of Directors.

#### **Section 4.4.Additional Committees.**

The power of the Board of Directors to appoint additional standing and temporary committees shall not be limited by Sections 4.2 through 4.4 of these By-laws.

### **Article V - Officers**

#### **Section 5.1.Officers.**

The officers of the corporation shall consist of a President, a Treasurer, a Clerk, and such other officers with such other titles as the Board of Directors may determine, including, but not limited to, a Chairman of the Board of Directors, one or more Vice Chairmen of the Board of Directors, and one or more Vice Presidents, Assistant Treasurers, and Assistant Clerks. Any two or more offices may be held by the same person except that the Clerk shall not also serve as President or Treasurer. Any officer may be required to give a bond for the faithful performance of his or her duties in such form and with such sureties as the Board of Directors may determine.

#### **Section 5.2.Election and Term of Office.**

Except for the initial officers and except as provided in Section 5.9, the President, Treasurer and Clerk shall be elected by the Board of Directors at its annual meeting or at the special meeting held in lieu of the annual meeting and shall hold office until the following annual meeting of the Board of Directors or the special meeting in lieu of said annual meeting and until their successors are chosen and qualified. Other officers may be chosen by the Board of Directors at

the annual meeting or any other meeting and shall hold office for such period as the Board of Directors may prescribe.

### **Section 5.3.President.**

Unless the Board of Directors otherwise determines, the President shall be the chief executive officer of the corporation. The President shall have the general control and management of the corporation's business and affairs. Unless there is a Chairman of the Board or Vice Chairman of the Board, the President shall preside at all meetings of the Board of Directors. No person shall serve as President for more than two consecutive terms.

### **Section 5.4.Vice Presidents.**

The Vice President, or, if there be more than one, the Vice Presidents, shall perform such of the duties of the President on behalf of the corporation as may be respectively assigned to him, her or them from time to time by the Board of Directors or the President. The Board of Directors may designate a Vice President as the Executive Vice President, and, in the absence or inability of the President to act, such Executive Vice President shall have and possess all of the powers and discharge all of the duties of the President, subject to the control of the Board of Directors.

### **Section 5.5.Treasurer and Assistant Treasurer.**

The Treasurer shall be the principal financial officer of the corporation. The Treasurer shall have custody and control over all funds and securities of the corporation, maintain full and adequate accounts of all moneys received and paid by him or her on account of the corporation and, subject to the control of the Board of Directors, discharge all duties incident to the office of Treasurer. Any Assistant Treasurer shall perform such of the duties of the Treasurer and such other duties as the Board of Directors, the President or the Treasurer may designate. The Treasurer shall have authority, in connection with the normal business of the corporation, to sign contracts, bids, bonds, powers of attorney and other documents when required.

### **Section 5.6.Clerk and Assistant Clerk.**

The Clerk shall be the principal recording officer of the corporation. The Clerk shall record all proceedings of the members and discharge all duties incident to the office of Clerk. The Clerk shall also record all proceedings of the Board of Directors and of any committees appointed by the Board of Directors. Any Assistant Clerk shall perform such of the duties of the Clerk and such other duties as the Board of Directors, the President or the Clerk may designate. In the absence of the Clerk or any Assistant Clerk from any meeting of the members, the Board of Directors, or any committee appointed by the Board of Directors, a Temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk. The Clerk shall be a resident of the Commonwealth of Massachusetts unless a resident agent has been appointed by the corporation pursuant to law to accept service of process.

### **Section 5.7.Resignation.**

Any officer may resign by giving written notice to the President or the Clerk. Such resignation shall take effect at the time or upon the event 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.

#### **Section 5.8. Removal.**

An officer may be removed from office for cause, after reasonable notice and opportunity to be heard, or without cause, in either case, by vote of a majority of the directors then in office.

#### **Section 5.9. Vacancies.**

The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Treasurer and Clerk.

#### **Section 5.10. Subordinate Officers.**

The Board of Directors may, from time to time, authorize any officer to appoint and remove subordinate officers and to prescribe their powers and duties. The term "subordinate officers" shall in no event include the President, Treasurer and Clerk.

### **Article VI - Honorary Designations**

The Board of Directors may, at any time and from time to time, provide for classes of contributors to the corporation as it shall deem appropriate and shall designate such classes as sponsors, benefactors, friends or otherwise. The Board of Directors, in its discretion, shall establish the requirements for initial and continuing membership in any class of contributors and shall determine the rights and privileges that any class of contributors shall enjoy; provided, however, that in no event shall any class of contributors to the corporation have any right to notice of or to vote at any meeting of the members of the corporation or be considered for purposes of determining the presence of a quorum at any such meeting.

### **Article VII - Miscellaneous Management Provisions**

#### **Section 7.1. Execution of Instruments.**

Except as otherwise provided in these By-laws or as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all instruments, documents, 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 a Vice President, or by the Treasurer or an Assistant Treasurer, or by the Clerk. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Directors.

#### **Section 7.2. Corporate Records.**

The original, or attested copies, of the Articles of Organization, By-laws, and records of all meetings of incorporators, members, and directors, and the member and director records, which shall contain the name and the record address of each member and director, shall be kept in the Commonwealth of Massachusetts at the principal office of the corporation or at an office

of its Clerk or its resident agent. The copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member or director for any proper purpose. They shall not be available for inspection to secure a list of members or directors or other information for the purpose of selling such list or information or copies thereof or of using the same for a purpose other than in the interests of the corporation.

### **Section 7.3.Voting of Securities Owned by This Corporation.**

Subject always to the specific directions of the Board of Directors, (a) any shares or other securities issued by any other corporation or other entity and owned or controlled by this corporation may be voted in person at any meeting of security holders of such other corporation or other entity by the President of this corporation if he or she is present at such meeting, or, in the President's absence, by the Treasurer of this corporation if the Treasurer is present at such meeting, and (b) whenever, in the judgment of the President, it is desirable for this corporation to execute a proxy or written consent in respect of any shares or other securities issued by any other corporation or other entity and owned by this corporation, such proxy or consent shall be executed in the name of this corporation by the President, without the necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature or attestation by another officer, provided, that, if the President is unable to execute such proxy or consent by reason of sickness, absence from the United States or other similar cause, the Treasurer may execute such proxy or consent. Any person or persons designated in the manner above stated as the proxy or proxies of this corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation or other entity and owned by this corporation the same as such shares or other securities might be voted by this corporation.

### **Section 7.4.Conflict of Interest.**

No contract or other transaction of the corporation shall, in the absence of fraud, be affected or invalidated by the fact that any member, director or officer of the corporation or any corporation, firm or association of which he or she may be a director, officer, stockholder, partner, trustee, beneficiary, manager or member may be a party to, or may have an interest, pecuniary or otherwise, in, any such contract or other transaction, provided that the nature and extent of his or her interest was disclosed to, or known by, the entire Board of Directors before acting on such contract or other transaction. Except in the case of any contract or other transaction between the corporation and any other corporation controlling, controlled by or under common control with the corporation, any director of the corporation who is also a director, officer, stockholder, partner, trustee, beneficiary, manager or member of any corporation, firm or association with which the corporation proposes to contract or transact any business, or who has an interest, pecuniary or otherwise, in any such contract or other transaction, shall not be considered to be a director in determining the existence of a quorum at any meeting of the Board of Directors that shall authorize any such contract or other transaction, and such director shall not participate in the vote to authorize any such contract or other transaction. Any such contract or other transaction may be authorized or approved by a majority of the directors then in office who are not disqualified by this Section 7.4 to vote on such matters, even though the disinterested directors do not constitute a quorum.

## **Section 7.5.Indemnification.**

The corporation shall, to the extent legally permissible, indemnify each person serving, or who has served, as a director or officer of the corporation, or, at its request, as a director, officer, employee or other agent of another organization or in any capacity with respect to any employee benefit plan, against all liabilities, judgments, fines, penalties, settlement payments and expenses, including reasonable attorneys' fees, paid or incurred in connection with any claim, action, suit or proceeding, civil, criminal or administrative, to which such person may be made a party, or with which he or she may be threatened, by reason of his or her serving or having served as a director or officer of the corporation, or, at its request, as a director, officer, employee or other agent of another organization by which he or she is not so indemnified or in any capacity with respect to any employee benefit plan, or by reason of any action or omission by him or her in any such capacity. Any such indemnification may be provided although the person to be indemnified is no longer an officer or director of the corporation or an officer, director, employee or other agent of such other organization, or no longer serves in any capacity with respect to any such employee benefit plan.

Indemnification hereunder may include payment by the corporation of expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this Section 7.5. Any such undertaking may be accepted without reference to the financial ability of such person to make repayment.

No indemnification shall be provided for any person hereunder (a) with respect to payments and expenses incurred in relation to any matter as to which he or she shall be finally adjudged in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, or, to the extent that such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan, or (b) whenever otherwise prohibited by law.

The foregoing right of indemnification shall not be conclusive of other rights to which any person may otherwise be entitled and shall inure to the benefit of the heirs, executors and administrators of such person. The absence of any express provision herein for the indemnification of persons who are serving, or have served, in capacities other than those specified in this Section 7.5 shall not limit any right of indemnification for such persons existing independently of this Section.

## **Article VIII - Amendments**

These By-laws may be amended, added to or repealed, in whole or in part, by vote of a majority of the directors then in office.

## **Article IX - Dissolution**

The Board of Directors, by vote of a majority of the directors then in office, may authorize a petition for the dissolution of the corporation to be filed in the Supreme Judicial Court of the Commonwealth of Massachusetts setting forth in substance the grounds of the application for

dissolution and requesting the said court to authorize the administration of the funds of the corporation for such public charitable purposes similar to those of the corporation as the court may determine. The provisions of this Article shall constitute the sole method for the voluntary dissolution of the corporation.

## **Article X - Nondiscrimination**

It shall be the policy of the corporation not to discriminate, either in the election of directors and officers or in the hiring of employees, on the basis of race, color, religion, gender, national or ethnic origin, disability, or sexual preference. All directors, officers and employees of the corporation shall be required to implement this policy.