

Dec. 2002

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BY-LAWS OF ALICE HEYWARD TAYLOR TASK FORCE

ARTICLE I: Name, Principal Location, Corporate Seal, Purpose, Fiscal Year

Section 1 Name: The name of the Corporation is the Alice Heyward Taylor Tenant Task Force.

Section 2 Principal Location: The principal location of the corporation shall be within the Alice Heyward Taylor Housing Development in the Roxbury section of Boston, Massachusetts. The Board of Directors may change the principal location which will be effective upon a certificate of the change being filed with the Secretary of State for the Commonwealth.

Section 3 Corporate Seal: The Board of Directors may adopt and/or alter the Seal of the Corporation.

Section 4 Purpose: The purpose of the Corporation is set forth in the Articles of Organization.

Section 5 Fiscal Year: The Fiscal year of the Corporation shall begin on April 1st and end on March 31st.

ARTICLE II: Membership, Board of Directors, Officers

Section 1 General Membership

1.1 The General Membership of the Corporation shall consist of the residents of the Alice Heyward Taylor Housing Development who have voting rights.

1.2 Voting rights will be vested in all residents of the age of eighteen (18) or older who are listed or are listed as a head of household on an Alice Heyward Taylor Tenants Status Report.

Section 2 Board of Directors

2.1 The Board of Directors of the Corporation shall consist of a maximum of thirteen (13) and a minimum of nine (9) members.

2.2 All Directors shall be active members of the Corporation.

2.3 The Board of Directors shall be elected by the General Membership at the Election meeting held every two years on or before March 31st. Candidates elected to the Board of Directors of the Corporation and shall hold office for a two-year term.

a. Election procedures must impose no unnecessary restrictions on candidates desiring to run for office and entitle every represented resident an opportunity to voter after reasonable notice of time and place of the election.

b. Alice H. Taylor Tenants Task Force shall establish an Election Committee comprised of non-candidates, residents and third party volunteers. This Committee shall implement and oversee all election activities as well as ensure the organization's compliance with all relevant election requirements including those provided by the BHA policy.

c. All voting member households of the Alice Heyward Taylor Housing Development will be given sufficient notice of at least 72 days of the election. The notice will be delivered to each occupied unit of the development by the Alice Heyward Taylor Task Force and shall include a description of the election procedures, eligibility requirements, with dates of the nominations deadline and elections and a copy of the nomination papers.

(i.) To ensure the notice solicits the broadest possible attention of residents and encourages their participation in the electoral process, such notices shall be translated from English into at least the three most appropriate languages for the development's population. The BHA shall, upon request by Alice Heyward Taylor's Chairperson to the manager, provide copies of these translated materials and assist in their distribution to each household. Such a request will be made to the manager 45 days prior to the initial election notice. If such a request is not made to the Manager within the appropriate time frame, Alice Heyward Taylor Tenant's Task Force will be responsible for the translation and distribution of these nomination and election materials.

(ii.) The notices will provide clear instructions of where nomination papers may be obtained, who is an eligible candidate and how the nomination form is to be completed, where and when it is to be filed, and the number of residents (as defined in this policy) whose signature is required in support of the nomination. Nomination papers must be available to residents at both the Alice Heyward Taylor Tenants Task Force office and the Management office. In addition, Alice Heyward Taylor Tenants Task Force

shall attach nomination papers to the initial notice itself.
d. Nominations will remain open for a minimum of at least six weeks from the date of the initial election notice.

(i.) BHA Management shall certify that signatures that appear on nomination papers represent names of legal household members eligible to vote in the election. BHA Management will not certify if the signatures are authentic. To ensure candidates an opportunity to avoid having their nominations papers rejected for an insufficient number of certifiable names, a preliminary inspection of their papers by BHA management shall be conducted 15 days prior to the end of the nomination period. Those candidates failing to submit nomination papers on or before this preliminary date do so at risk of being rejected from the election.

(ii.) The certified nomination papers shall be maintained on file with the Alice Heyward Taylor Tenants Task Force until the following election.

Election and Balloting Procedures

a. Residents shall be notified of the nominations via leaflet notices displaying a sample ballot with each candidate's name and address listed. Such notices shall be posted in every hallway, the management and the task force office at a minimum of thirty (30) days prior to the election.

b. The Alice Heyward Taylor Tenants Task Force will conduct a broad range of activities to encourage resident participation through candidates' nights, providing poster and leaflet materials to candidates for campaign purposes and/or issuing election reminder notices to residents.

c. Polling stations will be located in an area of adequate size to provide voters a sufficient level of privacy to mark ballots. A secured ballot box at each station shall be provided and the Alice Heyward Taylor Tenants Task Force shall verify each voter's eligibility. Upon request by the Alice Heyward Taylor Tenants Task Force's Chairperson, the Manager shall supply a list of eligible residents and their addresses for this purpose.

d. Alice Heyward Taylor Tenants Task Force will demonstrate the impartiality of those staffing the polling stations and of those acting as the third part observer. No candidate for election may be allowed in the voting station other than to cast his/her own ballot. No campaign activities shall be conducted by any candidate or his/her supporters within twenty (20) feet of the polling station.

e. Alice Heyward Taylor Tenants Task Force is required to obtain an impartial third party to monitor the balloting and tabulation processes. Community-based organizations, city agencies or other impartial entities will be present during the balloting and tabulation of voting results. Impartial organizations such as, the League of Women Voters the Committee for Boston Public Housing, the Mass. Union of Public Housing Tenants and the City of Boston's Neighborhood Services Department are considered suitable for this role.

f. Notice to residents of election results will be provided within three (3) days by the results being visibly posted at both the LTO and Management offices.

g. Notification to the BHA of the election results will be provided by the Alice Heyward Taylor Tenants Task Force within ten (10) working days. This correspondence will include a request for recognition, a letter agreeing to arbitration, a list of all Board Members and their addresses and a description of the election procedures.

2.4 Residents employed by the BHA in a policy-making or supervisory position or employed by a contracted management company of Alice Heyward Taylor Housing Development cannot serve as a board member.

2.5 Twenty (20) percent of voting membership is needed in order to hold a recall election. A written procedure allowing for an annual petition or other expression of the voting membership's desire for an annual petition recall shall have a clearly stated reason for the recall typed at the top of each page of signatures and can be held only once annually.

2.6 The Board of Directors are required to attend meetings of the Board and the Corporation and actively participate on at least one committee. Any Director who misses three (3) consecutive meetings shall be sent a letter by the President inquiring whether she or he wishes to remain as a member of the Board. If a response to such letter is not received within twenty-one (21) days, the matter of continued membership in the Board of such individual shall be submitted to the consideration of the Board.

2.7 If a vacancy occurs prior to the next scheduled election, such vacancy shall be filled by the Board of Directors. The Director so appointed shall hold office only until the next election.

2.8 A Director may resign from the position by delivering a letter of resignation to the President or Secretary of the Corporation, and such resignation shall be effective upon receipt and acceptance of the letter by the officer named.

2.9 Any member of the Board of Directors may be removed from office for good cause at any time by the Board of Directors at any meeting upon the unanimous vote of the quorum present.

2.10 Each member of the Board of Director shall have one vote which shall be executed in person. The quorum of the Board shall be five members.

Section 3

Officers

3.1 The Officers of the Corporation shall consist of the following: President, Vice-President, Secretary, and Treasurer.

3.2 The Officers shall be elected by the Board of Directors from among its members at the first meeting of the Board to be held after the Election Meeting. The Officers shall hold office for a two-year term.

3.3 Any vacancy among officers shall be filled by the Board of Directors, and any such appointee shall serve the remainder of the term of the original holder of the office.

3.4 The President shall be the chief executive of the Corporation and shall, subject to the Board of Directors, exercise general supervision and control of the affairs of the Corporation. The President shall preside over all meetings of the Board of Directors and of the General Membership.

3.5 The Vice-President may exercise the duties and powers vested in the President, in the President's absence or inability to perform such duties and powers.

3.6 The Secretary shall record and maintain records of all meetings and will be responsible for all notifications required under these By-Laws. The Secretary will also function as the Clerk of the Corporation under the terms of its Article of Organization. In the absence of the Secretary, a temporary secretary may be elected to record the minutes of the meeting concerned.

3.7 The Treasurer shall have general charge of the financial affairs of the Corporation. The Treasurer shall ensure accurate recordkeeping with respect to the financial affairs, sign off on checks issued by the Board of Directors, shall provide reports of the financial affairs of the Corporation to the Board and General Membership.

3.8 All checks issued by the Corporation shall have, in addition to that of the Treasurer, the signature of at least the President or Secretary.

ARTICLE III: Meetings

1.1 The Election Meeting of the General Membership shall be held every two years and shall be held on or before March 31st. The membership shall be given fifteen (15) days advance notice of such meeting.

1.2 Regular meetings of the General Membership shall be held once in every ninety (90) day period. The membership shall be given fifteen (15) days advance notice to such meeting.

1.3 The Board of Directors shall hold its regular meetings on a date, time, and place decided upon by it. No notice shall be required for such regular meetings, except that the Secretary shall notify any Director who was not present of such decision.

1.4 Special Meetings of the Board may be called by the President or two officers of the Corporation. Notification shall be given to all members of the Board by the Secretary at least forty-eight (48) hours prior to such meeting.

ARTICLE IV: Committees

1.1 The Board of Directors may appoint an Advisory Committee. The composition of such committee shall be determined by the Board.

1.2 There shall be the following Standing Committee of the Board of Directors: (1) Executive Committee which shall consist of the Officers of the Corporation; (2) Finance Committee and (3) Personnel Committee, both of which shall have the President of the Corporation as an ex-officio member, at least one other Officer as a member, and such additional members as appointed by the Board of Directors.

1.3 The following Additional Committees shall be established by the Board of Directors: (1) Program Committee which shall be charged with the updating, reporting and recommending programs for the Corporation; (2) Housing Committee which shall be involved in reviewing issues and problems related to the management of the Alice Heyward Taylor Housing Development; (3) External Affairs Committee which shall be charged with updates and reports to the General Membership of its representation of the Corporation in other boards and/or organizations.

1.4 The External Affairs Committee shall comprise of the representatives of the Corporation serving on other boards/organizations. The respective composition of the other Additional Committee shall be determined by the Board of Directors. Every effort shall be made by the Board of Directors to draw general members to serve on these committees.

1.5 The Board of Directors may at its discretion establish other committees whose respective composition and powers may be determined by it.

ARTICLE V: External Representation

1.1 The Board of Directors shall appoint representatives of the Corporation who will serve on other boards and organizations.

1.2 Any such representative may be removed for good cause at any time by the Board of Directors at any meeting upon the vote of the majority present.

ARTICLE VI: Personal Liability, Conflict of Interest

Section 1 Personal Liability

1.1 The Board of Directors shall not have the power to bind the members of the Board personally or call upon such members to discharge any debts. The members of the Board of Directors and the Officers shall not be held personally liable for any debt, liability or obligation of the Corporation.

Section 2

Conflict of Interest

2.1 The Conflict of Interest provisions of the Commonwealth shall be in force with respect to the hiring of personnel by the Corporation, and no member of the Board of Directors or members of the immediate family shall be employed by the Corporation.

2.2 Gifts, goods and services provided to the Alice Heyward Taylor Housing Development may not be accepted by the Board of Directors unless they are of such quantity that every household in the development can equally share. Quantities less than one per household may be accepted by the Board, but in all such cases the distribution will be on the basis of a random drawing. Each member of the Board shall be entitled to only one share of such distribution.

ARTICLE VII: Amendments

1.1 These By-Laws may only be amended by a majority vote of residents present at a meeting for which there has been reasonable notice of the time, place, date, and purpose.