

**PROPOSED CHARLESTOWN RESIDENT ALLIANCE  
BYLAWS**

5/9/2017

**ARTICLE I: NAME**

The name of this Corporation shall be the Charlestown Resident Alliance.

**ARTICLE II: OFFICE**

The location of the principal office of the Corporation shall be 76 Monument Street, Charlestown, MA 02129. 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 the Commonwealth of Massachusetts. Any changed office location shall be accessible and convenient for the use of the members of the Corporation.

**ARTICLE III: SEAL**

The Seal of the Corporation shall be in such form as the Board shall determine.

**ARTICLE IV: PURPOSES**

1. The Corporation is formed to carry out its responsibilities under the Charlestown Development Agreement (covering redevelopment of what was the Charlestown (Bunker Hill) federal public housing development site) and the Regulatory and Operating Agreement for the Charlestown Development, and to represent all residential tenants at all income levels occupying affordable units in the Charlestown Development.
2. The Corporation shall promote the economic and social welfare of all residents of affordable units at the Charlestown Development; to improve the physical and social conditions of the development; to insure a safe and secure living environment; to advocate for maximum resident participation in the management and ownership of the development; to provide educational and employment programs and opportunities for residents of affordable units at the development; to provide advocacy, support, and assistance to all residents of affordable units at the development; to promote a sense of community among Charlestown Development residents; and to represent the Charlestown Development resident community's interests, needs, and concerns in dealing with the management company, the Boston Housing Authority ("BHA"), Corcoran and its partners and contractors, institutions, and other agencies.
3. The Corporation shall implement and promote meaningful services and programs of benefit to all residents of affordable units at the development.
4. The Corporation shall encourage participation by recruiting new membership.
5. The Corporation shall comply, to the extent possible, with the Charlestown Development Agreement and the Regulatory and Operating Agreement for the Charlestown Development, with such requirements as the BHA and the United States Department of Housing and Urban Development ("HUD") may establish for recognition of organizations representing tenants of public and affordable housing.

6. The Corporation shall do all things necessary or convenient to effect any or all of the purposes and objectives of the Corporation, including without limitation, the definition of any term or word used in these Bylaws.
7. The Corporation shall not operate as a social club for the benefit, pleasure, or recreation of its members. The Corporation is dedicated to and operated exclusively for non-profit purposes. No part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual. The Corporation shall have among its purposes any other activity, reasonably or necessarily related to the above stated purposes, permitted to a corporation under G.L. c. 180, whether or not expressly enumerated herein, but excluding any activity not permitted to a corporation except under Section 501 (c) (3) of the Internal Revenue Code of 1954.

**ARTICLE V: NONPROFIT ORGANIZATION**

1. The Corporation is organized as a non-profit corporation, and no part of the net earnings, if any, shall inure to the benefit of any member, individual, person, firm, or corporation not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue Law, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV above.
2. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized exclusively for charitable, education, religious, or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of in accordance with the provisions of M.G.L. c. 180, §§ 11-11B.
3. The Corporation is empowered to do all things permitted to be done by a non-profit corporation under Massachusetts law. The Corporation is prohibited from doing anything prohibited of a non-profit corporation under Massachusetts law. The Corporation is empowered to do, in general, all things which shall be necessary or desirable to carry out the purposes and objectives herein set forth and permitted under Massachusetts law.
4. The Corporation shall not participate in, or intervene in, (including the publication or distribution of statements) any political campaign on behalf of, or against, any candidate for public office.

**ARTICLE VI: DISCRIMINATION**

The Corporation shall not operate in any manner which will discriminate against an individual on the basis of race, color, sex, sexual orientation, gender identity, national origin, religion, familial status, veteran status, ancestry, age, genetic information, disability or handicap. The Corporation shall incorporate the foregoing requirements in all of its contracts and will require the contractor to put such terms in any sub-contract it, or its sub-contractors, may take.

**ARTICLE VII: MEMBERSHIP**

1. All residential tenants or authorized household members of residential tenants of the Charlestown Development who are 18 years or older (or heads of household less than 18 years of age) shall be members of the Corporation. This shall include both public housing tenants and, consistent with the Charlestown Development Agreement and Regulatory and Operating Agreement and related or similar documents, tenants of affordable housing at the Development, i.e., those in units with Project-Based Vouchers or receiving Low-Income Housing Tax Credit or HOME funding.
2. Members shall have rights to vote at membership meetings (as described in Article VIII below), to serve as members of the Board of Directors and Officers (as described in Article IX below), to elect or recall the members of the Board of Directors (as described in Article XVII below), to adopt and revise Bylaws (as described by Article XXII below), and to take such other steps as may be necessary to achieve the purpose of the Corporation, subject to such protections and procedures as are outlined in the balance of these Bylaws which are intended to insure compliance with BHA and HUD tenant participation requirements and with the provisions of the Charlestown Development Agreement and Regulatory and Operating Agreement and related or similar documents. Members shall have the right to participate in the Corporation and its committees as described in Article XVII below. Residents who have vacated the development will no longer have voting rights, except in instances where the development is undergoing redevelopment and members of the corporation must temporarily relocate off site, but have rights to permanently relocate back to the development. Voting rights can only be as described below; there shall be no voting by proxy. Each members shall have one vote.
3. A member shall be removed automatically if he or she moves out of the Charlestown Development (except as provided above in the case of temporary relocation during redevelopment). Any member who has moved out must immediately turn over any unfinished business that he or she was conducting on behalf of the Corporation to the Board of Directors.
4. No member shall imply through word or deed that the member is acting on behalf of the Corporation if and when he or she takes part in any political activity.

**ARTICLE VIII: MEMBERSHIP MEETINGS**

1. Regular meetings of the Corporation's membership shall be held quarterly, at such time and place as the Board shall determine. Such meetings shall be held at a location and time intended to maximize resident participation, within or proximate to the Charlestown Development, and shall be accessible. The purpose of membership meetings will be to inform residents on matters of general interest, including the solicitation of input regarding policies at the Charlestown Development.
2. Additional membership meetings (special meetings) may be called by the President, by three (3) members of the Board of Directors, or by written request of ten percent (10%) or more of the members.
3. One of the quarterly meetings shall be the annual meeting of members, which shall be held in September. At this annual meeting, members will receive annual reports, financial reports, and

- other information as required. A majority of the Directors shall be in attendance at membership meetings.
4. Written notice of all regular membership meetings, and the proposed agenda items for such meetings, shall be provided to all resident households at least five (5) days in advance. Special membership meetings may be held with 48 hours written notice to the membership.
  5. All meetings of the Corporation shall be conducted in accordance with Roberts Rules of Order. At each meeting, members shall receive a Treasurer's report and other materials relevant to the meeting's agenda. Members shall vote on matters so designated by the Board. Items for the agenda of a membership meeting may be added by advance written request of four (4) or more members.
  6. All business transacted at any regular or special meeting shall be by majority vote of those members present and voting. Each member shall have one vote. No voting by proxy shall be permitted. All disputes over voting rights of members shall be determined by the President, subject to review by the membership. At any meeting of the membership, a quorum for considering any question shall consist of twenty-five (25) members.
  7. Members shall vote on all important decisions pertaining to the Charlestown Development, including but not limited to: a) major repairs; b) contractual matters with management, HUD, BHA, Boston Planning and Development Agency ("BPDA"), and Corcoran its partners and contractors, or otherwise concerning the Corporation; c) future land use and ownership; d) creation of a tenant cooperative; and e) all other matters which will affect the long term affordability of the project for low and moderate income tenants.
  8. The President shall chair the membership meetings and set procedures for debate, setting time limits on speakers and the number of speakers allowed to speak for and against a motion, when necessary. Any member who objects to the aforesaid procedures may make a motion for an alternative procedure. The vote of the members present shall determine which procedure is used.

**ARTICLE IX: BOARD OF DIRECTORS; FILLING OF VACANCIES ON THE BOARD OF DIRECTORS**

1. Beginning with the regular elections conducted after the adoption of these amended Bylaws, the Board of Directors shall consist of eleven (11) Directors. All Directors shall be elected at large and shall have a duty of loyalty to all members of the Corporation.
2. Any member of the Corporation shall be eligible to serve on the Board of Directors with the following exceptions:
  - a) No person with a household member who has a paid position with the BHA or the owner or management company at the Charlestown Development, or a paid position with the BHA or owner or management company in a policy-making or supervisory position elsewhere, is eligible to serve on the Board; provided, however, a Director's participation in an advisory capacity, such as on the BHA Monitoring Committee or the BHA Resident Advisory Board, shall not make the person ineligible. If the Director or a household member of the Director obtains such employment after becoming a Director, he or she must resign as a Director.

- b) No more than one member from any household may serve as a Director at one time.
  - c) Any resident elected to the Charlestown Tenants Task Force Board of Directors in the past, present, and future, who is removed from the Board for good cause or resigns without cause or good reason from the Board of Directors before fulfilling his or her elected term, is prohibited from filling a vacancy on the Board in between elections. Moreover, any such resignation or removal shall be disclosed prior to running for election for office and may be a consideration by the membership in deciding that such an individual should not be elected (in addition to any good standing requirements otherwise applicable in these bylaws).
  - d) Any member must be in "good standing" as a resident of affordable housing at the Charlestown Development, i.e., lease compliant. However, the term "good standing" shall include persons who are under a use and occupancy agreement, manager's agreement, or court agreement which permits them to remain in occupancy and who are in compliance with such agreement.
3. Each member of the Board of Directors shall be elected by the members (as described in Article XVII) and shall hold office for a three (3) year term, unless the Director resigns, is removed for good cause by the Board of Directors (as described in Article X), or is recalled by the membership (as described in Article XVII). The Board of Directors shall serve for a short period after the election of its successors (but in no case more than three months after the election) in order to wrap up and transition business to the new Board of Directors.
  4. All Directors shall be active members of the Corporation. If a Director no longer has voting rights as a member of the Corporation due to vacating the development other than due to temporary relocation due to redevelopment (see Article VII above), he or she shall resign or be removed from the Board of Directors.
  5. Board members may request a "leave of absence" in the face of prolonged obligations that will negatively affect their performance as a member of the full Board. The Board must approve any such requests. No leave of absence shall exceed four months.
  6. If there is a vacancy in a Director position, the Board shall determine whether the position needs to be filled prior to the next election. (For the period from the adoption of these revised Bylaws to the next regular election, this would include whether to fill up to the full 12-member Board provided in the prior bylaws; after such election, it would be solely up to the 7-member Board.) The Board must, however, act to fill the vacancy if the vacancy would cause the Board's size to drop to five (5) members. Any vacancy on the Board shall be filled by the Board giving written notice to all members of the vacancy and the opportunity to fill the same for the balance of the Director's term. The Board shall consider all applications received within two (2) weeks of the notice of vacancy that meet qualification requirements; if more qualified persons apply than there are vacancies, the Board shall select a Director from among the qualified applicants.

**ARTICLE X: REMOVAL FROM THE BOARD OF DIRECTORS**

1. Any member of the Board of Directors may be removed from office for good cause by the Board of Directors at any meeting by a majority vote of the Board members present at such meeting. The following shall constitute good cause:

- a) Absence from three (3) Board meetings, properly convened under Article XIII, without satisfactory excuse;
  - b) A "leave of absence" for greater than 4 months, or consecutive "excused" absences of greater than 4 months duration;
  - c) Violating the confidentiality of residents;
  - d) Accepting or having a household member accept a paid position with the BHA or the owner or management company at the Charlestown Development, or a paid position with the BHA or owner or management company in a policy-making or supervisory position elsewhere, provided however, a Director's participation in an advisory capacity, such as on the BHA Monitoring Committee or the BHA Resident Advisory Board, shall not require the Director to resign or be removed from office;
  - e) Misusing the Corporation's office or name;
  - f) Failure to resign after losing membership in the corporation, as described in Article IX;
  - g) Any breach of the Director's duty of loyalty to the Corporation or its members;
  - h) Any behavior, whether physical, verbal, or written, to intimidate or harass other Directors, Members or staff of Charlestown Development. By way of example only, the following misconduct would constitute just cause for removal of a Director: a) persistent or repeated use of profanity at meetings not related to a documented medical condition; b) direct or indirect harassing or disparaging comments about another member's race, ethnicity, national origin, religion, gender, disability, subsidy status, source of income, or sexual orientation; c) personal accusations, or other offensive statements directed another Director, Member, or staff member; or d) other actions or statements intended to physically intimidate another Director, Member or staff member.
  - i) Any behavior, whether physical or verbal, which has the intent or effect of disrupting meetings of the Directors or Members. By way of example only, the following behavior would constitute just cause for removal: a) persistent or repeated interruption of others at meetings; b) persistent or repeated failure to respect the authority of the President or a majority of the Board, or to follow the instructions of the President or a majority of the Board; or c) persistent or repeated failure to observe the Rules of Decorum adopted from time to time by the Board of Directors.
  - j) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
  - k) Engaging in a transaction from which the Director derived an improper personal benefit.
2. Any action on removal must be preceded by written notice to all members of the Board of Directors, at least two (2) weeks in advance of the meeting, stating that the issue of removal shall be

considered at that meeting, and stating the grounds for removal. A Director shall be given the opportunity to resign from a Director position prior to any removal.

**ARTICLE XI: BOARD OF DIRECTORS COMPENSATION**

Directors shall serve in their capacity as Board members without compensation, provided that nothing herein shall prevent the Corporation from reimbursing Directors for reasonable expenses incurred on behalf of the Corporation.

**ARTICLE XII: DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall:

1. Manage the operations and activities of the Corporation in consistent accordance with the Bylaws, agreed-to contracts, Board and membership votes, and all relevant statutory and regulatory requirements.
2. Develop, recommend, implement, and evaluate policies and programming in accordance with the Corporation's purposes.
3. Coordinate the work of the Corporation's committees.
4. Report on the Corporation's operations and activities through membership meetings and regularly produced publications.
5. Seek and raise funding by which the Corporation's operations and activities may be sustained and expanded.
6. Administer any funds received by the Corporation responsibly and for the benefit of the general membership, consistent with the Corporation's purpose.
7. Represent the interests of the Corporation before the BHA, or any other public or private entity whose policies and (or) practices affect the interest of development residents.

**ARTICLE XIII: MEETINGS OF THE BOARD OF DIRECTORS**

1. The Board may meet as often as necessary, but shall meet at least once a month, at such time and place as the Board shall determine, within or proximate to the Charlestown Development. Any such location and time shall be intended to maximize Board participation and shall be accessible.
2. All meetings of the Board shall be open to all members of the Corporation, except when the Board calls for an Executive Session, which shall not be open to all members of the Corporation.
3. The Board may call an Executive Session exclusively by majority vote.
4. Notice of all regular Board meetings, including a statement of the agenda, shall be conspicuously posted for the membership and given in writing to all Directors, at least three (3) days in advance of

the meetings. Notice of special meetings may be in writing or by telephone, and shall be at least 24 hours in advance. A simple majority of the Board of Directors shall constitute a quorum. The Board shall take no action unless there is a quorum present and there has been a majority vote of those Directors present affirming that action. There shall be no voting by proxy or by telephone or other telecommunications device.

5. Attendance will be recorded in the official minutes of each regular or special meeting in accordance with the following categories: "present," "excused," and "absent." To be recorded as "excused," the Task Force office must receive advanced notice before the scheduled Board meeting directly from the affected Board Member, except in such circumstances (such as accident or hospitalization) where such notice cannot reasonably be given in advance and there is prompt subsequent notice provided. Legitimate excuses for absenteeism include: illness, work, school, family obligations, death of family member/friend, prior personal appointments and childcare problems. Board meeting attendance will be officially recorded as part of the Board meeting minutes.

**ARTICLE XIV: POWERS OF THE BOARD OF DIRECTORS**

1. All powers of the Corporation shall be exercised by the Board of Directors and such powers shall be exercised at duly constituted regular or special meetings of the Board.
2. Subject to the provisions of the Certificate of Incorporation and these Bylaws, and subject to such powers as are reserved to the membership under Article VIII, to vote on certain decisions related to the Charlestown Development, the Board shall have the power to make all rules and regulations which are deemed necessary and proper for the orderly conduct of the Corporation's operations and activities, in accordance with the purposes and powers herein above set forth.
3. Such powers shall include, but shall not be limited to:
  - a) Electing officers of the Corporation;
  - b) Removing officers and Directors for cause;
  - c) Authorizing the investment and expenditures of funds;
  - d) Employing such persons and contracting for, or otherwise obtaining services as shall be deemed necessary;
  - e) Receiving funds;
  - f) Establishing and maintaining bank accounts;
  - g) Delegating to committees, from time to time, such duties or functions as may lawfully be so delegated; and
  - h) Electing or appointing representatives of the members of the Corporation to attend meetings and participate in the affairs of any duly constituted organization working in the interest of low-income, public housing tenants;
  - i) Approving policies and executing documents on behalf of the Corporation.



**ARTICLE XV: OFFICERS**

1. The officers of the Corporation shall be President, Vice-President, Secretary, Treasurer, and such other officers as the Board may, at their discretion, create.
2. Officers shall be elected by a majority vote of the Board at its first meeting after the election of the Board of Directors. All Directors, including the President, may vote.
3. Each officer must be a Director. No Director may fill more than one office at any given time. Each officer shall be elected for a term commensurate with the term of the Board of Directors.
4. Any vacancy in an Officer position shall be filled for the remainder of the term by a majority vote of the Board. Any vacancy announcement and filling thereof, may not take place at the same meeting.
5. Subject to these Bylaws and in addition to the duties and powers herein set forth, each officer shall have such duties and powers as the Board shall, from time to time, designate.
6. Any officer who does not fulfill his or her duties according to the Bylaws or who willfully acts in a manner detrimental to the purposes of the Corporation shall, upon a majority vote of the Board, be removed from office. Such a removal shall be subject to Article X. It is understood that the removal of a Director as Officer does not automatically mean his or her removal as a Director; the Board shall distinguish, in any removal action, whether an individual is being removed as both an Officer and a Director or solely as an Officer and will remain eligible to serve as a Director. An officer shall be given the opportunity to resign from an officer position prior to any officer removal.
7. The President shall, subject to the supervision of the Board, have the charge of the affairs of the Corporation and shall have such other powers and duties as customarily belong to the office of a business corporation president, or may be designated, from time to time, by the Board. The President shall report on the activities of the Corporation to the Board at least once a month, and he or she shall report to the members at least once a year and at such times as they may request. The President shall preside at all meetings of the Board and membership meetings at which he or she is present.
8. The Vice-President shall preside at all meetings when the President is absent. The Vice-President shall execute the duties of the President in the latter's absence or inability to function, and shall assist the President in the performance of his or her duties.
9. The Secretary shall record all the minutes of all the membership and Board meetings. The Secretary shall compose and/or send any correspondence directed by motion of the membership or Board or otherwise required.
10. The Treasurer shall have charge of the Corporation's financial affairs and shall be one (1) of three (3) authorized signatures, two (2) of which are required on all Corporation checks. The Treasurer shall report the financial condition of the Corporation to the Board at least once each year, and at such times as either party may request. The Treasurer shall keep, or cause to be kept, accurate books of account, which shall be kept at the principal officer of the Corporation and shall be available for inspection by any members during normal business hours.

**ARTICLE XVI: COMMITTEES**

1. The Board may establish, maintain, dissolve, or change the composition or purpose of any committee.
2. Any member of the Corporation shall be eligible to serve on a committee.

All committees shall act at the discretion of the Board, and all actions of the committees shall be reported back to the Board. No committee shall have any inherent powers, and actions recommended by any committee must be acted upon by the Board.

**ARTICLE XVII: ELECTIONS**

1. Elections shall be held every three years for the Board of Directors.
2. The Board of Directors shall establish an Elections Committee to assist the Corporation in conducting its election of the Board of Directors. No person who will be a candidate for the Board of Directors may be a member of this committee. The committee shall include members and may include third-party volunteers who do not reside at the development. The Elections Committee shall implement and oversee all election activities as well as ensure the Corporation's compliance with all relevant election requirements, including those provided by the BHA's policy, "Participation of Recognized Local Tenant Organizations in the Administration of Boston Housing Authority Local Developments" or any waiver obtained thereto, and any of HUD's requirements.
3. The Board of Directors and the Elections Committee shall attempt to achieve reasonable representation on the Board of Directors of all racial and ethnic groups and all locations within the Charlestown Development and reflecting the types of affordable units at the development.
4. Elections of the Corporation will be held in accordance with the following nomination procedures:
  - a) All development households shall receive 30 days' written notice of the deadline to submit nominations. Such notice will include a description of the election procedures, eligibility requirements for candidates, and dates of the nomination deadline and the election, and shall have nomination forms attached. The notice shall provide clear instructions regarding the nomination forms, including who is an eligible candidate, how the nomination forms are to be completed, and where and when they are to be filed.
  - b) Candidates must submit nomination petitions with at least 25 signatures of members of the Corporation
  - c) After the nomination deadline, the development manager shall have five working days to review and certify that the signatures of the members on the nomination papers represent names of members of the Corporation. The manager shall not certify that the signatures are authentic. If a sufficient number of signatures are not certified, the candidate shall be disqualified from the election. The manager shall also determine that the candidates are members of the Corporation and are eligible to run for the Board of Directors under Article IX.
  - d) Any candidate who fails to submit a proper nomination petition shall be declared ineligible for election to the Board of Directors.

5. Elections of the Corporation will be held in accordance with the following **voting procedures**:
  - a) The Elections Committee shall be responsible for maintaining accurate records of all elections at all times.
  - b) All development households shall receive at least thirty (30) days' written notice of the date, time, and place of the election, and the names of the nominees.
  - c) All residents or authorized household members of residential tenants of affordable units at the Charlestown Development who are 18 years or older (or heads of household less than 18 years of age) are members of the Corporation and are eligible to vote in elections for the Board of Directors.
  - d) The candidates who receive the most votes will be elected to the Board of the Directors, up to the maximum number of slots established by the Election Committee.
6. Balloting will be under impartial supervision by an independent third party selected by the Election Committee. Independent third parties are defined as established organizations with relevant experience in overseeing elections, and may include but not be limited to election boards, commissions, community groups, and nonprofit organizations. Upon request of the Corporation, the BHA may offer assistance to the Election Committee in choosing an independent third party. Members of the Corporation may seek a recall election under these Bylaws by submitting to the Bylaws & Elections Committee a petition that has been signed by no less than 35% of the Corporation's membership, as calculated at the time of the most recent election.
7. Within three calendar days of the election, the Election Committee shall provide written notice to the general membership of the election results, including the number of votes cast for each candidate, by posting the same at both the Corporation's office and at the management office. The Board of Directors shall provide notice to the owners, management company, and the BHA of the election results within ten (10) business days, including the names of the elected Directors, their addresses, and a description of the election procedures. The Board shall also include a request for recognition of the new Board of Directors and a letter from the new members of the Board of Directors in which they agree to abide by arbitration, consistent with the requirements of BHA's policy "Participation of Recognized Local Tenant Organizations in the Administration of Boston Housing Authority Local Developments," and any of HUD's requirements, or any waivers obtained thereto.

**ARTICLE XVIII: RECALL ELECTIONS**

1. Any member of the Corporation may initiate a petition for a recall election. The Corporation shall conduct a recall election to remove one or more Board of Directors members upon petition of at least 10% of the membership.
2. A recall petition shall have a clearly stated reason for the recall typed at the top of each page of the petition.
3. A recall petition shall be submitted to the Board of Directors, which shall submit to the owners, management company, and BHA for review and certify that the signatures on the recall petition represent names of members of the Corporation but not that all signatures are authentic. Upon receipt of the certification of signatures on the recall petition, the Board of Directors shall establish and select an Election Committee.

4. Recall elections shall not be held more than once a year for each office.
5. To the extent applicable, recall elections shall follow regular election procedures, i.e., with oversight by an independent third party and with advance written notice to all households of the date and time that the election will be held. Any vacancies on the Board of Directors resulting from a recall election shall be filled in the manner provided in Article IX.

**ARTICLE XIX: PERSONAL LIABILITY AND CONFLICT OF INTEREST**

1. The Board of Directors shall not have the power to bind 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. This provision, however, shall not eliminate or limit the liability of an Officer or a member of the Board of Directors for any breach of the Officer's or Director's duty of loyalty to the Corporation or its members, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the Officer or Director derived an improper personal benefit.
2. The Conflict of Interest provisions of any state or federal statutes or regulations that apply to public housing or non-profit corporations shall be in force and effect with respect to the Corporation, including any decisions to hire personnel or to expend funds. No member of the Board of Directors or members of the immediate families of members of the Board of Directors shall be employed by the Corporation.
3. Gifts, goods, services, and funds provided to the Charlestown Development must be equitably distributed, and no member of the Board of Directors, members of committees, or members of the immediate families of such persons shall benefit from such gifts, goods, services, or funds in a manner disproportionate with the benefits received by the membership; provided, however, nothing in this provision shall bar members of the Board of Directors or committee members from being reimbursed for legitimate expenses that they have incurred while acting on behalf of the Corporation.
4. No member, employee, or agent of the Corporation shall vote on any decision relating to Corporation operations and activities affecting his or her personal interests, the interests of his or her immediate family or household members or the interests of any other corporation, partnership, or proprietorship in which he or she is directly or indirectly interested.
5. No member, employee, or agent of the Corporation shall have any interest, direct or indirect, in any contract for property, materials, or services to be acquired by the Corporation.
6. Where a potential conflict of interest may exist, the affected member, employee, or agent of the Corporation must advise the Board of the nature and circumstances of the particular matter, and make full disclosure of such interest, whether it be financial, personal, otherwise.
7. In a manner of their choosing, the Board of Directors shall determine whether a potential conflict of interest would or could substantially diminish the integrity of the Corporation's operations and activities.

**ARTICLE XX: FISCAL YEAR**

1. The fiscal year of the Corporation shall begin on the first day of January each year, and shall end on the last day of December each year.

**ARTICLE XXI: CHECKS AND CONTRACTS**

1. All checks drawn on bank accounts of the Corporation shall only be signed on its behalf by the President, Vice-President, and Treasurer. The signatures of two of the aforementioned officers must appear on all checks.
2. The Board may authorize any officer, agent, or employee to enter into any contract or execute under the Corporate seal, or otherwise, and deliver any instrument in the name of and on the behalf of the Corporation. Such authority may be general or confined to meet the specific needs of the Corporation.

**ARTICLE XXII: AMENDMENT OF THE BYLAWS**

1. The Bylaws may be amended by a majority vote of the General Membership at a regular or special membership meeting. Any amendments may be proposed by a majority of vote of the Board of Directors. The Board of Directors shall ensure that written notice is provided to all resident households of affordable units at the Charlestown Development at least five (5) days in advance of such meeting. Such notice shall state the date, time and place of such meeting, that it is proposed that the Bylaws be amended, and a summary of the proposed changes to the Bylaws. Members of the membership shall be free to propose other changes to the Bylaws at such meeting, but such proposals must be made in writing and shall be read and explained to all persons present at such meeting in advance of being voted upon.
2. No Bylaw amendment shall be proposed or adopted which would have the effect of disqualifying the corporation from recognition as a Local Tenant Organization (LTO) under BHA's policy, "Participation of Recognized Local Tenant Organizations in the Administration of Boston Housing Authority Local Developments," as the same may from time to time be lawfully amended, or applicable lawful HUD or DHCD requirements governing participation of LTOs in the affairs of public housing authorities. No Bylaw amendment shall be proposed or adopted which will be contrary to the provisions of G.L. c. 180 as the same apply to non-profit corporation.