

REVISED: 1/92

ADOPTED: 2/11/92

Section 1. Name, Purposes, Location, Corporate Seal and Fiscal Year

1.1 Organization Name: The name of this corporation will be Fairmount Tenants' Task Force, Inc.

1.2 Organizational Purpose: The purpose of Fairmount Tenants' Task Force, Inc. is twofold: to represent and protect the interests of all the residents of the Fairmount Housing Development and to improve the quality of life in this community. 1.3 Location: The principal office of the corporation shall be 43 Bow St., Hyde Park, MA 02136-3303. This is the Tenant Task Force Office of the Fairmount Housing Development, which is operated by the Boston Housing Authority.

1.4 Corporate Seal: The directors may adopt and alter the seal of the corporation.

1.5 Fiscal Year: The fiscal year of the corporation shall be July 1 to June 30. Changes in this fiscal year can be made by the Directors upon filing a certificate with the Secretary of the Commonwealth.

SECTION 2. RELATIONSHIP TO BHA

2.1 Operating Policy: The Fairmount Tenants' Task Force, Inc. operates both as a non-profit corporation and as a recognized local tenant organization (LTO) of the BHA. As such it is governed by both the By-Laws of the organization and the local tenant organization Policy developed by the Boston Housing Authority.

SECTION 3. POWERS

3.1 Acceptable Activities: The corporation is empowered to do all things permitted to be done by a non-profit corporation under Massachusetts Law. Accordingly, this 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 of the organization set forth in these by-laws. The corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 3.2 Non-profit Definition: The corporation is not organized for profit, and no part of the net earnings, (if any, shall inure to

5.3d. Voting Rights -- Each member shall have one vote. No voting by proxy shall be permitted unless expressly authorized by resolution of the Board. All disputes over voting rights of members shall be determined by the co-

5.3c. Quorum at Annual Meeting -- No quorum is required for decision-making at the annual meeting. All decisions will be ratified by a majority vote of all members present at that time.

5.3b. Annual Meeting Notice -- Notice of the annual meeting/election date and time will be given to each member of the corporation two weeks prior to the event.

5-3a. Annual Meeting Date -- The annual meeting and election will be held during the last week of September.

5.3 Annual Meeting -- Each year the corporation will conduct an annual meeting for the purposes of giving a year end financial and activity report, to conduct an annual election of the Tenant Task Force Members, and to conduct any other business of the corporation deemed necessary by the Board.

5.2 Rights of Members -- As members of the corporation, they have the right to participate in the election of Tenant Task Force members, have the right to be informed about the decisions of the corporation, and have the right to participate in any activity sponsored by the corporation. Participation in activities is extended beyond members to all residents of the development, including children.

5.1 Qualifications of Members -- The membership of the corporation shall be limited to those persons who are or become legal residents of the Fairmount Housing Development and are at least eighteen years of age or are the head of their household.

SECTION 5. MEMBERS

4.1 Designation of Associates of the Corporation: The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity, and except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

FRIENDS OF THE CORPORATION

SECTION 4. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS,

3.3 Distribution of Assets: In the event of dissolution, the corporation's assets shall be applied to charitable purposes by law.

the benefit of any individual. The corporation shall not be directly or indirectly operated for profit or as a social club for the benefit, pleasure or recreation of its members.

Chairs of the Board subject to review by the full Board.

SECTION 6. BOARD OF DIRECTORS

6.1 Definition of Task Force Members as the Board of Directors: The Tenants' Task Force will operate as the Board of Directors of this Corporation and will be elected annually by the members of the Corporation.

6.2 Powers of the Board of Directors: The affairs of the Corporation shall be managed by the directors who shall have and may exercise all the powers of the Corporation, except those powers reserved to the Articles of Organization or these By-Laws. Specifically, such powers shall include but not be limited to:

- electing officers of the Corporation
- filling vacancies occurring on the board
- removing directors or officers for cause
- authorizing the investment or expenditures of funds
- employing such person and contracting for or otherwise obtaining services as shall be deemed necessary
- receiving funds
- establishing and maintaining bank accounts
- designating directors to represent the organization at various functions, meetings, and in collaborative efforts.
- planning and implementing program as desired by the group

6.3 Number: The Tenants' Task Force and therefore the Board of Directors of this Corporation shall be 11-15 in number.

6.4 Residence Requirement: All individuals elected to the Tenant Task Force/Board of Directors must be members of the Corporation and therefore, must be residents of the Fairmount Development and at least 18 years of age or heads of households.

6.5 Composition: The directors shall be divided into two classes of approximately equal size, the term of one class expiring each year. The directors will be elected for two year terms, so that approximately 6-8 positions on the Task Force will be elected each year. Additionally, the membership may elect individuals for one year terms if there are vacancies to be filled. No director may be an employee of the Corporation.

6.6 Term of Office: Each director shall hold office for the term that he/she is elected and remain in office until a successor is elected and qualified or until he/she sooner dies, resigns, moves from the development or is removed.

6.7 Nomination Process: Candidates for election to the Tenant Task Force (and therefore the Board) will be identified in one of two ways:

- 1) Individuals can nominate themselves by obtaining signatures from 25 residents and submitting this document to the co-chair in charge of the election of the Board OR
- 2) a nominating committee of the board will recruit

residents who will be nominated from the floor just prior to the election. Residents must be present at that time to accept this nomination.

6.8 Election Procedures: The annual meeting of the organization will be extended to include the election. There will be at least two designated times to cast ballots, one during the day and one during the evening to insure that members of the organization will have maximum accessibility. Nominations will be accepted from the nominating committee just prior to the official opening of the election. Ballots will be cast in writing on a prepared ballot. The election will be monitored by at least one person from outside the housing development. At the close of the election, the annual meeting will be closed by those members present.

6.9 Committees: The Board of Directors may elect or appoint committees necessary to accomplish their work. From time to time they may create, dissolve or change the composition of any committee.

6.9a. Committee Membership: Any member of the corporation shall be eligible to serve on a committee. Committee members that are not Board Members will have voting rights related to the work of the committee, but will not share the powers of Board members.

6.9b. Powers of Committees: 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 power and all actions recommended by any committee must be approved by the Board.

6.9c Operating Procedures: Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in the By-laws for the directors.

SECTION 7. MEETINGS OF THE BOARD OF DIRECTORS

7.1 Regular Meetings: In addition to the annual meetings the Board of Directors of the Fairmount Tenants' Task Force, Inc. will meet at least once per month. All regular meetings are open to members of the corporation. The only exception to this is when the content of the meeting is confidential as in dealing with an employee's performance; in such case the board may in fact vote to call an Executive Session which shall not be open to all members of the corporation.

7.2 Special Meetings: Special meetings of the directors may be held at any time at any place when called by the president or by two or more directors.

7.3 Notice of Meetings: Notice of the time and place of each meeting of the directors shall be given to each director at least five days before that meeting. Notice of meetings to residents will be posted for the membership at least five days in advance.

7.4 Voting: Each Director shall be entitled to one vote at any regular or special meeting. No proxy voting shall be allowed.

7.5 Decision-making: 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.

7.6 Quorum: At any meeting of the Task Force a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the questions.

7.7 Action by Vote: When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers.

7.8 Attendance: The minutes of each regular or special meeting shall state both the names of the Directors in attendance and those who fail to appear, noting those who provided explanation of absence.

SECTION 8. OFFICERS AND AGENTS

8.1 Number and Qualification: The officers of the corporation shall be a co-chair, co-chair, treasurer, clerk and other such officers, if any, as the directors may determine. An officer shall be a director. The clerk shall be a resident of Massachusetts. A person may not hold more than one office at the same time.

8.2 Election: The co-chairs, treasurer and clerk shall be elected annually by the directors at their first meeting following the annual meeting. Other officers, if any, may be elected by the directors at any time.

8.3 Tenure: The co-chairs, treasurer and clerk shall hold office until the first meeting of the directors following the next annual meeting and until a successor is chosen and qualified, and each other officer shall hold office until the first meeting of the directors following the next annual meeting unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

8.4 Co-Chairs: One of the co-chairs shall preside at all meetings of the directors except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

8.5 Treasurer: The treasurer shall be in charge of the corporation's financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall also be in charge of its books of account and accounting records, and of its accounting procedures. It shall be the duty of the treasurer to prepare or oversee all filing required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. He shall have such other duties and powers as designated by the directors or the president.

10.1 Authorization: Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation subject to reason of such service and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which he or she is made a party by reason of such service, except in relation to matters as to which he or she shall be finally adjudged to be guilty of gross negligence, willful misconduct or fraud in the performance of his

SECTION 10. EXECUTION OF PAPERS

9.3 Vacancies: Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the directors by vote of a majority of the directors then in office. The directors shall elect a successor if the office of the co-chair, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president, vice-president, treasurer and clerk until a successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

9.2 Removals: A director or officer may be removed by the vote of a majority of the directors then in office. A director or officer may be removed only after reasonable notice and an opportunity to be heard before the board. A director's absence from four board meetings in any twelve month period shall require a vote by the board to determine whether the director should be removed.

9.1 Resignations: Any director or officer may resign at any time by delivering his resignation in writing to an officer of the board or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

SECTION 9. RESIGNATIONS, REMOVALS, AND VACANCIES

8.6 Clerk: The clerk shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-Laws and names of all directors and the address of each. If the clerk is absent from any meeting of directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

or her official duties. This indemnification shall be conditioned on due written notice of any such claims being given to the corporation which shall be entitled to be represented at all hearings, proceedings and negotiations relative to such claims. These provisions shall not be deemed to limit, but shall be in addition to, any statutory or other right to which such person may be entitled.

10.2 Indemnification in Advance of Final Disposition of Action: Indemnification to the persons specified in Section 8 may include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon the 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 By-law or under M.G.L. ch. 180.

SECTION 11. AUDIT

11.1 Audit: At least once a year the directors shall select one or more Certified Public Accountants to audit the books and financial transactions of the corporation for the preceding fiscal year.

SECTION 12. AMENDMENTS

12.1 Amendments: The Directors may at any duly called regular or special meeting, amend, alter and repeal any By-law, provided notice of the proposed change and a copy of the changes to be offered shall be in the notice of the meeting provided to such Directors. Such action may be taken by a vote of two-thirds of such Directors then in office.