

FANEUIL
TENANT
ORGANIZATION
BY-LAWS

REVISED APRIL, 2001
ADOPTED

BY LAWS

Article I

Name of Organization

This organization shall be the Faneuil Tenant Organization, Inc.

Article II

Place of Business

The principal office of the organization shall be located at 276 North Beacon Street, Brighton, MA 02135.

Article III

Purpose

To improve the physical and social conditions of our public housing environment. This will be accomplished in the following ways:

1. Build a sense of community power among residents.
2. Encourage participation by recruiting new committee members.
3. Increase tenants' knowledge and skills for building a tenant organization.
4. Insure that tenants have a meaningful role in the management of the Faneuil Development.
5. Develop cooperative relationships with the neighborhood agencies and organizations.
6. Raise and manage funds that will be used to implement the goals of the corporation.
7. Teach the tenants to deal with the Boston Housing Authority on all matters pertaining to public housing.

Article IV

Powers

The corporation is empowered to do all the 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.

Article V

Non-profit

The fiscal year of the corporation shall begin the first day of July each year.

Article VI

Membership

Any and all residents of the Faneuil Development, 18 years of age or older or heads of household. Legal residency shall be determined by the appearances of the residents' names on the TSR.

Article VII

Discrimination

The corporation shall not operate in any manner which will discriminate against an individual on the basis of race, creed, color, or sex, etc.

Article VIII

Tenants' Meetings

SEC. 1. GENERAL MEETINGS

Regular meetings of the organization's membership and guests shall be held at least three times a year at such time and place as the Board of Directors determines.

SEC. 2. SPECIAL MEETINGS

Special meetings must be called by the Board of Directors' chairperson upon written application or notification by telephone of 3 or more members of the Board of Directors, no later than 5 days of receiving such application.

SEC. 3. ANNUAL MEETING

The Annual Meeting of the membership shall be held in October, each year, or upon such other date as the membership, by special motion, shall establish, provided there shall be one annual meeting in every calendar year. The Annual Meeting will be used to:

1. Give an annual financial report.
2. Analyze last year's successes and failures and set priorities for the coming year.
3. Set up new committees and report on committees' ongoing work.
4. Inform tenants that candidates are being accepted and nomination papers are available for the Executive Board election in November. Inform tenants of the procedures and eligibility requirements for running.
5. Amend by laws if necessary.

SEC. 4. LOCATION AND TIME

All meetings of the organization shall be held within the local housing development at a reasonable time which is convenient for attendance by a majority of the residents of the development.

SEC. 5. NOTICE

All members shall be notified in writing of all regular membership meetings of the organization at least five days in advance. Notice of special meetings shall be in writing or by telephone at least 48 hours in advance. The notice shall include a summary of the matters which may be voted upon at the membership meeting.

SEC. 6. QUORUM

Fifteen (15) members (Down from 25 counting Board members) shall constitute a quorum. If after two meetings, a quorum is not reached, the Board of Directors will make the final vote on issues presented.

SEC. 7. POWERS AND RESPONSIBILITIES OF MEMBERSHIP MEETINGS

At membership meetings, members of the organization shall:

1. Receive the treasurer's report, including all funds received and funds spent.
2. Vote on the adoption of these by laws and any amendments to these by laws.
3. Discuss and vote on policy decisions for the organization.
4. Raise issues and establish committees.
5. Set organizational priorities.
6. Each standing committee will report on its activities.
7. Keep and publish minutes of each meeting, including number of members present at each meeting.

SEC. 8. VOTING AND PARTICIPATION PROCEDURES

1. Each member shall present one vote.
2. A simple majority vote of the membership will be required for any decision.
3. The chairperson of the Board of Directors shall chair the meetings and set procedures for debate, including time limits on speakers and the number of speakers allowed to speak for or against the motion, when necessary.
4. Any member who objects to the procedure set forth by the chair may make a motion for an alternate procedure. The vote of the members present shall determine which procedure is to be used.
5. All votes, for and against, will be counted and recorded on the minutes for the meeting.

Article IX

SEC. 1. STANDING COMMITTEES

There shall be four standing committees of the Faneuil Tenant Organization. These shall be as follows:

1. Maintenance
2. Modernization
3. Recreation
4. Crime Prevention

Any member of the organization may participate on any standing committee at any time. No member of the organization shall be barred from participating on a standing committee for any reason. Additional standing committees may be proposed by the Board of Directors and approved by a majority vote of a membership meeting.

SEC. 2. OFFICERS OF STANDING COMMITTEES

Each standing committee will elect a chair and a secretary from among its members at the second committee meeting after it has been formed, or, for standing committees already in existence, at the committee's meeting following the annual membership meeting or after biannual elections. The chair, or in the chair's absence, the secretary of each standing committee shall automatically serve on the Steering Committee. No person can serve as the officer for more than one standing committee.

SEC. 3. FUNCTIONS OF STANDING COMMITTEES

The standing committee shall identify goals for resolving any outstanding issues or concern to tenants in their various subject areas, and shall develop and carry out research, strategies and tactics for achieving these goals. The standing committees shall report on their activities on a monthly basis to the Board of Directors and at each regular membership meeting. Decisions of the standing committees which are of a development-wide nature or impact, must be referred to the Board of Directors for approval. Any standing committee must be granted a meeting with the Board of Directors within five days of a written or telephone request submitted by the standing committee's chair or secretary, with the exception of an emergency, in which case the meeting will be granted within forty-eight (48) hours.

SEC. 4. ISSUE OR TEMPORARY COMMITTEES

Any three members of the organization may form an issue or temporary committee by a vote at a membership meeting or by a vote at a Board of Directors meeting. Membership in an issue or temporary committee shall be open to any member of the organization. Issue or temporary committees may elect their own officers, but such officers shall not have the right to sit on the Steering Committee. All decisions of an issue or a temporary committee must be referred to the Board of Directors for approval. Issue or temporary committees shall have the functions and powers set out for them by the vote of the membership.

SEC. 5. BY LAWS AND ELECTION COMMITTEE

The By Laws and Election Committee shall consist of not less than 3 members of the corporation. The Board of Directors shall generally advertise the formation of the committee and solicit volunteers and nominations. The board shall select members from this list. The committee shall meet as needed prior to the annual meeting, the election, or a general meeting where by law revisions are recommended. Any person running for the Executive Board may not serve on the By Laws and Election Committee that is convened immediately prior to Board Elections. If there are not enough volunteers to form the By Laws and Election committee, Board members may serve.

The committee shall bring by law recommendations to the Board, which in turn may make by law recommendations to the general membership. This committee may be convened if the Board determines that by law changes are needed before the next annual meeting is scheduled. By law changes may not be recommended by the Board more than twice a year.

The functions of this committee will be:

1. Evaluate how present by laws are working and how effective they are.
2. Present any ideas for revisions at the annual meeting for the members to vote on.
3. If there are any revisions, see that they are properly distributed to the membership within the next 30 days.
4. Mediate any disputes as to the interpretation of the by laws or election procedures which may arise.
5. Set procedures for handling all elections
6. Supervise elections, insuring that they are conducted in accordance with the by laws.

SEC. 6. MEETINGS OF COMMITTEES

- A. Notice—The chair of each committee will keep a list of the members of his/her respective committee. Members will be notified by phone at least two days before a meeting, or whenever possible, five days beforehand.
- B. Quorum—At least one third of the active committee members must be present for committee decisions to be made. "Active" committee members shall be defined as those members who have attended at least one third of the committee's meetings in the past year, or new members who are also new to the organization.
- C. Meetings—Meetings will be held at the Faneuil Development, at a place and time reasonably convenient to the committee members and to the members of the organization as a whole. Committee meetings are open to attendance by non-members, but only those willing to participate in the committee may vote on the committee.

SEC. 7. DISSOLUTION OF COMMITTEES

A temporary or issue committee shall be dissolved by a majority of the vote of its members when they determine their purpose is fulfilled, provided the Board of Directors is notified of this planned dissolution prior to such action being taken. Upon motion at a membership meeting, the members of the organization may take a vote to dissolve any temporary or issue committee, or to reinstate any temporary or issue committee that has been previously dissolved, by vote of the

general membership with prior notice of such planned vote being given to all membership of the organization. The By Laws and Election Committee shall dissolve according to Section 5.

Article X

Board of Directors

SEC. 1. COMPOSITION

The Board of Directors shall consist of the eight members elected at large, according to the election procedures set forth below.

(Original Sec. 2 Deleted)

SEC. 2. VOTING POWER

Each member of the Board of Directors shall have voting power on all matters to be decided at meetings of the Board of Directors.

SEC. 4. ELIGIBILITY

A. Any member of the corporation, who is eighteen years old or older, or who is the head of a development household shall be eligible to serve as a Board of Directors member except in the following circumstances.

- (1) Only members of the corporation (i.e. legal residents.) are eligible to serve on the Board of Directors. Non-residents cannot be voting members.
- (2) Residents who attain a position in the Faneuil development through the Boston Housing Authority or a private management company.
- (3) Residents who are employed by the Authority in a policy-making or supervisory position.

(4) Any member of the corporation currently employed in either of the above positions is ineligible to serve as a Board of Director's member. Any board member entering into such a positions shall immediately resign from the Board.

SEC. 5. TERMS OF OFFICE

A. Executive Committee members shall be elected for a term of two years. Executive board elections shall be held in November.

(Original B. Deleted as it pertained to the Steering Committee.)

B. Accurate records shall be kept at all times of elections.

C. Members will be limited to hold office of a particular committee for not more than two consecutive terms, unless there are no new recruits available.

(Original SEC. 6 Removed as it has to do with the Steering Committee.)

SEC. 6. PROCEDURE FOR NOMINATION OF THE BOARD OF DIRECTORS

(Re-titled from Executive Board to Board of Directors)

a. Election procedures will not impose no unnecessary restrictions on candidates desiring to run for office and entitle every represented resident an opportunity to vote after reasonable notice of the time and place of the election.

b. The Board of Directors 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 this policy.

c. All voting member households of the local development must be given sufficient notice of at least 72 days of the election. The notice must be delivered to each occupied unit of the development by the Election Committee 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 the Chairperson to the local development manager, provide copies of these translated materials and assist in their distribution to each household. Such a request must 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, the Board of Directors shall be responsible for the translation and distribution of these nomination and election materials.

(ii.) The notices must 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 Faneuil Tenants Organization's office and the Management office. In addition, Election Committee shall attach nomination papers to the initial notice itself.

d. Nominations must 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 Tenants Organization's office until the following election.

SEC. 8. PROCEDURES FOR VOTING

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, management and task force office at a minimum of thirty (30) days prior to the election.

b. The ELECTION COMMITTEE must 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 must 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 ELECTION COMMITTEE shall verify each voter's eligibility. Upon request by the ELECTION COMMITTEE Chairperson, the Manager shall supply a list of eligible residents and their addresses for this purpose.

d. The ELECTION COMMITTEE must 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.

f. The ELECTION COMMITTEE are required to obtain an impartial third party to monitor the balloting and tabulation processes. Community-based organizations, city agencies or other impartial entities must 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.

g. Notice to residents of election results shall be provided within three (3) days. The results being visibly posted at both the tenant organization's offices and Management office.

5. Notification to the BHA of the election results shall be provided by the ELECTION COMMITTEE within ten (10) working days. This correspondence shall 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.

6. If the ELECTION COMMITTEE fails to satisfy these minimum standards, for fair and frequent elections, or fails to follow its own election procedures as adopted, the Boston Housing Authority may withdraw recognition of the ELECTION COMMITTEE and withhold resident services funds as well as funds provided in conjunction with services rendered for resident

SEC. 9. VACANCY ON THE BOARD OF DIRECTORS

A. Any vacancy on the Executive Board will be filled by the first runner up in the election. The second vacancy will be filled by the second runner up and so on. If there are no runners up, the Board of Directors will notify the general membership that there is a vacancy open to any member, and at the next general meeting the membership will nominate and elect a replacement.

(Removed B as it pertains to the Steering Committee)

SEC. 10. DUTIES OF THE BOARD OF DIRECTORS

A. Manage the affairs of the organization between membership meetings.

B. Assist the issue or temporary committees to develop and recommend policy and programs for the organization.

B. Help coordinate the work of the various committees of the organization.

- C. Report to every general meeting of the membership on its activities.
- D. Represent the membership before the Boston Housing Authority.
- E. Enter into contracts with any agencies or persons on behalf of the organization.
- F. Hire, promote, discipline, and discharge staff in accordance with any personnel policies that have been adopted by the organization.

SEC. 11. POWERS OF THE BOARD OF DIRECTORS

The board members shall have and exercise all the usual power of directors of a business corporation and the immediate government and direction of the affairs of the corporation. They shall make all rules and regulations which they deem necessary or proper for the government of the corporation, and for the due orderly conduct of its affairs and the management of its property, not inconsistent with the agreement of association and by laws of the corporation. They may exercise all powers not expressly given to members. The board members may delegate to committees from time to time as much of their duties or functions as may so lawfully be so delegated.

The decisions of the Board of Directors are binding upon the organization. However, any two (2) members of the Board of Directors who feel that it is inappropriate for the board to vote on a matter and that the matter should be referred to the membership for its vote may request that the matter be referred to a general or special membership meeting, and the board shall take no further action on the matter until the matter has been voted on and decided by a membership meeting.

SEC. 12. REMOVAL OF BOARD OF DIRECTORS

- A. A member of the Board of Directors who has been absent from three (3) meetings in one year without excuse shall, upon seven days prior notice to the next board meeting of the planned removal, and failure to appear at such meeting, be automatically removed, unless a majority vote of the other Executive Board members decide otherwise.
- B. **A member of the Board of Directors may be removed for just cause by a majority vote of all members present at a duly constituted membership meeting. Just cause shall include, at least, failure to carry out the duties of the Executive Board or the Steering Committee set out in these laws, fraud upon the organization, or taking action harmful to the tenants. Prior to the membership vote, the affected member shall be entitled to seven days notice of the planned action and the grounds for removal. The affected member may, at least two days prior to the membership meeting, request in writing to the chairpersons of the Executive Board that he/she be granted an informal hearing on the charges. If such a request is received, the vote on removal shall be deferred, and the Board of Directors shall convene a temporary committee to investigate the matter and grant the affected member an informal hearing. The temporary committee shall report its findings back to the next general or special membership meeting, which shall take appropriate action on the temporary committee's recommendations. The temporary committee shall not contain any members who are personally interested or biased as to the controversy involved, and shall be empowered to investigate and take testimony from anyone who may be interested in the matter.**

SEC. 13. MEETINGS OF THE BOARD OF DIRECTORS

- A. **The Board of Directors may meet as often as necessary but shall meet at least once a month, at a reasonable time and place within the Faneuil Development as the Board of Directors designates.**

- B. All meetings of the Board of Directors shall have a quorum of one half of the members of the Board of Directors for executing business. All members of the Board of Directors shall be notified in writing or by telephone of all regular meetings of the board at least five days in advance, and the notice shall include a summary of the matters which may be voted upon by the Board of Directors. Notice of special meetings may be in writing or by telephone, and shall be at least forty-eight (48) hours in advance and shall include a summary of the matters which may be voted upon. Special meetings shall be called upon the initiative of the chairpersons upon the written request to the chairpersons of two or more directors, or upon the written request of a standing committee.
- C. Meetings of the Board of Directors shall be open to attendance by any members on the organization unless the Board of Directors decides by a two-thirds vote, to go into executive session. The question of whether any particular session may be an executive session shall be included in the notice to the meeting.
- D. All decisions of the Board of Directors shall be by majority vote of the members who have voting power.

Article XI

Officers of the Board of Directors

- A. Officers of the Board of Directors must be elected-at-large members of the organization.
- B. All officers of the Board of Directors shall be elected by the newly elected members of the Executive Board at the first board meeting after the general election and shall serve a term of two years. An Executive Board member shall not hold a particular role for more than two consecutive terms, unless no other Executive Board member can be persuaded to assume the role.
- C. Officers of the Board of Directors shall be:
 1. CO-CHAIRS—The co-chairs shall be subject to the supervision of the Board of Directors and have charge of the affairs of the corporation and have such other powers and duties as designated from time to time by the Board of Directors. They shall report on activities of the corporation to the Board of Directors and the members at least once each year and at such time as they may request. They shall preside at the prepare the agenda for all meetings of the Board of Directors and membership at which they are present.
 2. RECORDING SECRETARY—The recording secretary shall record the minutes of all the general membership and the Board of Directors' meetings and present them at subsequent meetings.
 3. CORESPONDING SECRETARY/NEWSLETTER EDITOR—The corresponding secretary shall compose and/or send any correspondence directed by motion of the membership or Board of Directors or otherwise required.
 4. CO-TREASURERS—The co-treasurers shall have charge of the corporation's financial affairs and shall both be required to sign all checks. They shall present a financial report of the corporation to the Board of Directors and membership at least once a year and at such time as they may request.
 5. COMMUNITY RELATIONS/OUTREACH OFFICERS—Shall assume roles of neighborhood and city wide relations and outreach, which may include sitting on boards of community agencies. A CBPH representative shall attend meetings of the city-wide tenant organization and represent the interests of the corporation. She/he will also report to the corporation on the city-wide activities. The other two CBPH representatives shall be appointed by the Board of Directors.

Article XII

Training

Training for the Board of Directors shall be provided by the outgoing officers during the month following installation of new officers.

Article XIII

Indemnification

Directors shall be indemnified by the corporation for any liability incurred in carrying out his or her duties in furtherance of the purposes of this corporation. Indemnification of officers, employees, or agents of the corporation may be provided by the director. No indemnification shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation. Indemnification shall be provided although the person to be indemnified is no longer an officer, director, employee, or agent of the corporation.

Article XIV

Amendments

These by laws may be amended by a majority vote of the annual meeting, and at one other general meeting during the calendar year, provided that notice of the substance of the proposed amendment is given in the call to the meeting at which time such vote is taken.

Article XV

Checks and Contracts

Contracts—The Board of Directors 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 and on the behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it financially liable for any purposes or to any extent.

Checks—All checks drawn on the bank account of the corporation shall be signed by both co-treasurers or by one co-treasurer and one authorized signer.