

**BY LAWS FOR THE  
GALLIVAN BOULEVARD TENANT ASSOCIATION INC.**

**ARTICLE I: Name, Principal Location, Purpose, Fiscal Year**

- Section 1        Name: The name of the corporation is the Gallivan Boulevard Tenant Association, Inc.
- Section 2        Principal Location: The principal location of the corporation shall be 43 Woodgate Street, Mattapan, MA 02126-2640, within the Boston Housing Authority's Gallivan Boulevard public housing development.
- Section 3        Purpose: The purpose of the corporation is committed to the following objectives and purposes:
- 3.1        To maintain an organization which provides leadership and participatory opportunities for the residents of the Gallivan Boulevard public housing development in the areas of programs development such as: Heath, Tutoring-Education, Computer Programming, GED, ESL; implementation and evaluation.
- 3.2        To educate residents to their rights and responsibilities as public housing tenants and to their participatory role in the management and rehabilitation of the development, to fully participate in decisions affecting them involving the Boston Housing Authority (BHA) or other agencies, and to enhance economic opportunities and self-sufficiency for all residents.
- 3.3        To increase residents awareness and involvement in the Corporation's operations and activities.
- Section 4        Fiscal Year: The fiscal year of the Corporation shall begin on July 1 and end on June 30<sup>th</sup> of each year.

**ARTICLE II: Membership, Membership Meetings, Board of Directors, Officers**

Section 1        General Membership

- 1.1        Definitions of General Membership: The General Membership of the corporations shall consists of the residents of the Gallivan Boulevard public housing developments of the BHA who have voting rights.
- 1.2        Voting Rights of General Membership: The General Membership shall have the right to participate in the corporations and its committees. Voting rights will be vested in all residents of the Gallivan Boulevard housing development who are 18 years of age or older, or who are emancipated minors who are lease holders in such developments, as listed on BHA leases or Tenant Status Reviews (TSR) reports. Residents who have vacated the development will no longer have voting rights, except in instances where the developments are 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 exercised by persons present at a General Membership meeting; there shall be no voting by proxy. Each member shall only have one vote.

Section 2        Membership Meetings

- 2.1        Regular meetings of the Corporation's membership: Shall be held once quarterly, at such time and place as the Board of Directors shall determine. All tenant households at the Gallivan Boulevard development shall be notified in writing of all regular membership meetings of the Corporation at least five (5) days in advance. All meetings of the membership of the Corporation shall be held within or approximate to the Gallivan Boulevard public housing development, and shall be held at a time which is likely to maximize tenant participation.

each vacancy, the Board shall accept such applicant for the position. In the event there is more than one applicant for each vacancy, the Board shall hold a special election. In Such event, candidates will have six weeks (6) to collect twenty five (25) signatures on their nomination papers in order to qualify for election (See Election Process Article.) Members of the Board of Directors who are elected through a special election shall finish at the term of the seat which they are holding.

3.5 Duties of the Board of Directors: The Board of Directors shall:

- (A) Manage the affairs of the Corporation between membership meetings.
- (B) Develop and recommend policy and programs for the Corporation.
- (C) Coordinate the work of the various committees of the Corporation. Each member of the Board of Director is required to actively participate in at least one committee.
- (D) Report to every meeting of the membership on its activities;
- (E) Represent the Corporation before the Boston Housing Authority, government agencies, and the community.
- (F) Seek and raise funds by which the Corporation's operation and activities may be sustained and expanded.

3.6 Power of the Boards of Directors:

All power of the Corporation shall be exercised by the Board of Directors and such power shall be exercised at duly constituted regular or special meetings of the Board. Subject to the provisions of the Articles of Incorporation and these By-Laws, the Board of Directors 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. Such power shall include, but not be limited to:

- (A) Electing Officers of the Corporation;
- (B) Removing Officers and Directors for just cause;
- (C) Authorizing the investment and expenditure of funds with tenant input;
- (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, as much of their duties or functions, as can lawfully be so delegated;
- (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.

3.7 Removal of Board of Directors Members:

A member of the Board of Directors who has been absent from three consecutive meetings without excuse shall automatically be removed unless a majority vote of the other Board members decides otherwise. Prior to the removal of a member for repeated unexcused absences, notice of the Board's intent to take action of removal at its next meeting shall be given to the member. A member of the Board of Directors may be removed for just cause by a majority vote of all members of the Board of Directors present at a duly constituted meeting of the Board of Directors. Just cause shall include, at least, failure to carry out the duties of a member of the Board of Directors as set out in these By-Laws, or taking action harmful to the Gallivan Boulevard Tenant Task Force or tenants. Prior to taking such action, notice of the Board's intent to take action of removal, any supporting facts, and notice of the member's opportunity to present his/her side of the case to the members of the Board of Directors, shall be given to the member. Any member who is removed shall turn over all unfinished business to the Board of Directors immediately.

Section 4            Officers

- 4.1    Officer Positions: The Officers of the Board of Directors of the Corporation shall be Chairperson, Vice Chairperson, Secretary, and Treasurer.
- 4.2    Elections of Officers: All Officers shall be elected members to the Board of Directors. All Officers shall be electrical at the first meeting of the Board of Directors after the general election and shall serve for a term of two years or until their successors are qualified, elected, and seated. Elections of Officers shall be by plurality vote of the Board of Directors and shall be conducted in the following order by secret ballot: Chairperson, Vice Chairperson, Secretary, and Treasurer. Any person who has not been elected for an Officer position is eligible to run for any other Officer position that may remain open. No two Officer positions may be held by the same person.
- 4.3    Executive Committee: The members of the Executive Committee shall be the Officers. It shall be the responsibility of the Executive Committee to manage the affairs of the Corporation between Boards meetings; to coordinate the activities of the Corporation's committees, and to plan and publish the agenda of the Board meetings. The executive Committee shall make no policy decisions or commitments without the full consideration and prior authorization the Board of Directors. The Vice-Chairperson shall chair the Executive Committee.
- 4.4    Duties of the Chairperson: The Chairperson is accountable to the Board of Directors. S/he shall have charge of the affairs of the Corporation and shall have such powers and duties as customarily belong to the president of a business corporation, or such power and duties as are designated from time to time by the Board of Directors. S/he shall report on the activities of the Board to the members of the Corporation at least once a year and at such other times as they may request. S/he shall preside at and prepare the agenda for all meetings.
- 4.5    Duties of the Vice-Chairperson: The Vice Chairperson shall preside at all meetings when the Chairperson is absent. S/he shall assist the Chairperson in the performance of her/his duties. S/he shall execute the duties of the Chairperson in the latter's absence or inability to function.
- 4.6    Duties of the Secretary: The Secretary shall keep records of all the meetings of the membership of the Corporation and of the Board of Directors. S/he shall be responsible for correspondence directed by motion of the membership or the Board or otherwise required.
- 4.7    Duties of the Treasurer: The Treasurer shall oversee the Corporation's financial affairs and shall be one of the two signatures required on all checks. S/he shall report the financial condition of the Corporation to the Board at least once a year and at such other time as may be requested. The Treasurer shall chair the Budget/Finance Committee.

**ARTICLE III: Board of Directors Meetings**

- Section 1            Time and Place of Meetings: The Board of Directors may meet as often as necessary but shall meet at least once a month, at such time and place as the Board determines which will be most convenient to maximize participation, within or approximate to the Gallivan Boulevard public housing development.
- Section 2            Attendance at Meetings: All meetings of the Board of Directors shall be open to all members of the Corporation, except when the Board calls for executive session by advance notice. Executive sessions or portions of meetings which

at both the Corporation's office 43 Woodgate Street and the BHA management office.

- Section 4      Number of Signatures Required for Nomination: Each candidate for the Board of Directors must obtain at least twenty-five (25) signatures from the General Membership who are at least 18 years of age or heads of household in order to be eligible as a nominee for the Board of Directors. Members of the General Membership may sign more than one candidate's nominating papers. Multiple signatures by the same member on a candidate's nomination papers shall be stricken. Any candidate who fails to submit a proper nomination petition shall be declared ineligible for election to the Board of Directors.
- Sectin 5      Period for Nominations: Submission of Signatures to the BHA for Verification: Certified Papers Remaining on File: Nominations must remain open for a minimum of at least six (6) weeks from the date of the initial election notice. BHA shall verify that the signatures that appear on the nomination papers represent names of legal household members eligible to vote in the election; BHA shall not certify if the signatures are authentic. To ensure candidates an opportunity to avoid having their nomination papers rejected for an insufficient number of certifiable names, a preliminary inspection of nomination papers by BHA management shall be conducted fifteen (15) days prior to the end of the nomination period. Those candidates who fail to submit nomination papers on or before this preliminary date do so at risk of being rejected from the election. The certified nomination papers shall be maintained on file with the Election Committee and the Board of Directors until the following election.
- Section 6      Notice of Nominations: Encouraging Resident Participation: The Election Committee and the Board of Directors shall give written notice to all members household by way of leaflets regarding the certified nominees for the Board of Directors. The notices shall display a sample ballot with each candidate's name and address listed. Such notices shall be sending to each household and posted at the management office, and the Corporation office at a minimum of thirty (30) days prior to the election. The Election Committee and the Board of Directors shall give written notice to all members household by way of leaflets regarding the certified nominees for the Board of Directors. The notices shall display a sample ballot with each candidate's name and address listed. Such notices shall be sending to each household and posted at the management office, and the Corporation office at a minimum of thirty (30) days prior to the election. The Election Committee and the Board of Directors shall conduct a broad range of activities to encourage resident participation in the election through candidates' nights, providing leaflet materials to candidates for campaign purposes, and/or issuing election reminder notices to residents.
- Section 7      Conduct of Election: A minimum of one week before the election, a written notice shall be sent to all tenant households at the Gallivan Boulevard development stating the date, time and place of the election. The election shall be conducted at the Corporation office, and shall be held from 8:30 AM until 8:00 PM in order to enable as many members of the Corporation as possible to participate in the elections. No proxies or absentee ballots may be accepted on behalf of any member of the Corporation who does not personally appear to participate in the election. No member of the Board of Directors may participate in any way conducting the election on election day in which s/he is candidate for election. The Board of Directors and the Election Committee shall obtain an impartial third party to monitor the balloting and tabulation processes. At the time of the election, 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

distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any other activities not permitted to be carried on:

- A) By section 501(c) (3) of the Internal Revenue Code of 1954 and the Treasury regulations thereunder, or the corresponding provision of any future United States Internal Revenue law or regulation.
- B) By a corporation contributions to which are deductible under sections 10 © (a), 20055(a), and 522(a) or the Internal Revenue code of 1954 and the Treasury regulations thereunder, or any other corresponding provision of any future United States Internal Revenue laws or regulations
- C) Which would require the application of the Corporation Foreign Agents Registration Act of 1938, as hereto or thereafter amended.

Section 2 The Corporation is empowered to do all the things permitted under the State Department of Community Affairs' regulations on tenant participation in the administration of public housing and modernization, 760CMR Sections 6.00 and 10.00

**ARTICLE VII: Non-Profit Status**

Section 1 The Corporation is not organized for profit, and no part of the net earnings, if any shall inure to the benefit of any member, individual, person, firm of corporation not exempt under Section 501© (3) of the Internal Revenue Code of 1954 (or the 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 I above.

Section 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 organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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.

**ARTICLE VIII: Non-Discrimination**

Section 1 The Corporation shall not operate in any manner which will discriminate against any individual on the basis of race, color, creed, sex, martial status, national origin, age, or sexual preference.

**ARTICLE IX: Indemnification**

work already completed or purchases already made under contracts duly authorized by the Board of Directors.

#### **ARTICLE XIII: Advisory Members**

Section 1                    Upon such circumstances as the Board of Directors or the membership of the Corporation deem appropriate, there may be advisory members to the Board of Directors or the Committees of the Corporation. Advisory members shall be those persons approved by the Board of Directors who are not residents of the development but whose assistance is considered by the Board to be needed. Under no circumstances will these advisory members have the right to vote in Board of Directors meetings or in membership meetings.

#### **ARTICLE XIV: Training**

Section 1                    Training for the Board of Directors and other members of the Corporation shall be provided on a regular basis through such resources as the Board shall identify.

#### **ARTICLE XV: Amendment of By-Laws**

Section 1                    Procedure for Amendment of By-Laws: The By-Laws may be amended by majority vote of the General Membership at a regular or special General Membership meeting. Any amendments may be proposed, or initiate by a majority vote of the Board of Directors (however, such action by the Board shall not be effective until such change has also been approved by a majority vote of the members of the Corporation voting at a regular or special membership meeting). The Board of Directors shall ensure that written notice is provided to all resident households at the Gallivan Boulevard housing development at least five (5) days in advance of such meeting. Such notice shall state the date, time and place of such meeting, that is proposed changes in the By-Laws. Members of the General Membership shall be free to propose other changes to the By-Laws 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.

Section 2                    Limitation on Certain By-Laws Amendments: No By-Laws amendment shall be proposed or adopted which would have the effect of disqualifying the corporation from recognition as a Local Tenant Organization (LTO) under the 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 By\_Laws amendment shall be proposed or adopted which will be contrary to the 12 provision of M.G.L.c.180 as the same apply to non-profit corporations.