

2009-2006
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**BY-LAWS
OF
LENOX/CAMDEN RESIDENTS' ASSOCIATION, INC.**

**Section 1. ARTICLES OF ORGANIZATION, LOCATION, CORPORATE
SEAL AND FISCAL YEAR**

1.1 Articles of Organization: The name and purposes of the corporation shall be The Lenox/Camden Residents' Association, as set forth in its Articles of Organization. These By-laws, the powers of the corporation and of its directors and officers, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

1.2 Location: The principal office of the corporation is located at 601 Shawmut Ave #1, in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal: The directors may adopt and alter the seal of the Corporation.

1.4 Fiscal Year: The fiscal year of the corporation shall end on December 31 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

1.5 Gender: The personal pronoun "he" or possessive pronoun "his", when appropriate, shall be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female.

1.6 The purposes and the powers of the Lenox/Camden Residents' Association and of its directors and members and all matters concerning the conduct and regulation of its business shall be subject to such provisions in regard thereto, if any, as are set forth in these by-laws.

Section 2. MEMBERS

2.1 Membership: The membership of the corporation shall be limited to those persons who are or become legal residents of the Lenox/Camden Housing Development and are at least eighteen (18) years or are the head of their household.

a. No resident can serve as a board member on the LCRA Board of Directors if they are employed by the BHA at the Lenox/Camden Housing Development or a

contracted management company in the L/C development nor may they serve on the Board of Directors if they are employed by the BHA in a policy-making or supervisory position.

b. Candidates for election to the LCRA Board of Directors must be an eligible voter (Refer to Section 2 "Members Paragraph". Non residents cannot serve as voting members or officers of the LCRA Board of Directors.

Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS 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 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.

Section 4. BOARD OF DIRECTORS

4.1 **Powers:** The Board of Directors shall have the entire charge, control and management of the corporation and its property and may exercise all or any of its powers.

4.2 **Number and Election:** The Board of Directors shall consist of nine (9) members of whom seven (7) shall be elected, and of whom two (2) are appointed by the elected Directors acting by majority vote. The Directors shall use their best efforts when filling the two (2) appointive positions to seek persons representative of various interest groups such as youth, elderly, handicapped/disabled, etc. or other persons whose opinion or expertise might be of value to the board.

4.3 **Composition of Board:** Members of the Board of Directors shall be elected on the following basis, five (5) members shall be elected from Lenox two (2) members shall be elected from Camden and two (2) members shall be appointed.

4.4 **Term of Office:** Each director shall hold office for 2 years, until the next board elections, and or until his successor is elected and qualified, or until he/she resigns or is removed.

4.5 **Committees:** The directors may elect or appoint one or more committees and may delegate to any such committee or committee any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, the Executive Committee, if any, shall have the power to act on all matters requiring prompt action between meetings of the directors except for such matters as are specified in Section 55 of Chapter 1565. Unless the directors otherwise designate, committees shall conduct their affairs in the same

manner as is provided in these By-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

4.6 **Annual Meeting:** The date, place and time of the annual meeting of the directors shall be held in the month of June of each year fixed by the directors. In the event that no date for the annual meeting is established or if no provisions, an annual special meeting may be held during the months of July, August, or September, and any action taken at such meeting shall have the same effect as if taken at the June annual meeting.

4.7 **Regular Meetings:** Regular meetings of the directors may be held the 3rd Tuesday of each month, at such times and places as shall from time to time be fixed by resolution of the board and notice will be given of regular meetings held at times and places so fixed, provided, however, that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of directors, or the special meeting held in lieu thereof, and that if at any meeting of directors, at which a resolution is adopted fixing the times or place or places for any regular meetings, any director is absent, no meeting shall be held pursuant to such resolution until either each such absent director has in writing or by telegram approved the resolution or seven days have elapsed after a copy of the resolution certified by the clerk has been mailed, postage prepaid, addressed to each such absent director at his last known home or business address.

4.8 **Special Meetings:** Special meetings of the directors may be called by the president, by the clerk, by the secretary, by any two directors, or by one director in the event that there is only one director, and shall be held at the place designated in the notice or call thereof.

4.9 **Notices:** Notices of any special meeting of the directors shall be given to each director by the clerk or secretary (a) by mailing to him, postage prepaid, and addressed to him at his address as registered on the books of the corporation or if not so registered at his last known home or business address, a written notices of such meeting at least 3 days before the meeting or (b) by delivering such notice by hand or by telegram, telecopy or telex to him at least forty-eight hours before the meeting at such address, notice of such meeting or (c) by giving notice to such director in person or by telephone at least forty-eight hours in advance of the meeting.

4.10 **Quorum:** At any meeting of the directors 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 question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.11 **Action by Vote:** When a quorum is present at any meeting, 2/3 of the directors present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization, or these By-laws. However, a unanimous vote of the

directors present and voting is required as to which materials will be disseminated by the corporation.

4.12 **Action by Writing:** Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.13 **Presence through Communications Equipment:** Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 5. OFFICERS AND AGENTS

5.0 **Number and Qualification:** The officers of the corporation shall be a president, treasurer, clerk and such other officers. The corporation may also have such agents, if any, as the directors may appoint. A person may hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.1 Notification and Nominations Procedures:

(a) All voting member households of the local development must be given sufficient notice of at least 72 days for nominations and election. The notice must be delivered to each occupied unit of the development by the LCRA 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.

(b) 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 the three languages most appropriate for the development's population. The BHA shall, upon request by the LCRA 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 LTO shall be responsible for the translation and distribution of these nomination and election materials.

(c) 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 LCRA office and the Management office. In addition, LCRA 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.

(e) BHA Management shall certify the signatures of residents on nomination papers submitted by the nomination deadline. To ensure candidates an opportunity to avoid having their nomination 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.

(f) The certified nomination papers shall be maintained on file with the LCRA until the following election.

5.2 ELECTION & BALLOTING PROCEDURES:

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

(b) LCRA 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 a 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 LCRA shall verify each voters' eligibility. Upon request by the LCRA Chairperson, the Manager shall supply a list of eligible residents and their addresses for this purpose.

(d) LCRA 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) LCRA is 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, 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 by the results being visibly posted at both the LCRA and Management offices.

5.3 ELECTIONS: The president, treasurer and clerk shall be elected at the first Board of Directors meeting held after the election of directors, by the directors or the special meeting held in lieu thereof. Other officers if any, may be elected by the directors at any time.

(b) Residents at each development cannot serve as a board member on their LTO board of Directors if they are employed by the BHA or a contracted management company in that development, nor may they serve on the Board of Directors if they are employed by the BHA in a policy-making or supervisory position.

(c) Candidates for election to the LTO Board of Directors must be an eligible voter. Non residents cannot serve as voting members or officers of a LTO Board of Directors.

5.4 TENURE: The president, treasurer and clerk shall each hold office until the next annual meeting of the directors, or the special meeting held in lieu thereof, and until his successor is chosen and qualified and each other officer shall hold office until the next annual meeting of the directors, or the special meeting held in lieu thereof, unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, or is removed. Each agent shall retain his authority at the pleasure of the directors.

5.5 CHAIRMAN OF THE BOARD OF DIRECTORS: If a chairman of the board of directors is elected, he 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.

5.6 PRESIDENT AND VICE PRESIDENTS: The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. If no chairman of the board of directors is elected, the president shall preside at all meetings of the directors, except as the directors otherwise determine.

The vice president or vice presidents, if any, shall have such duties and powers as the directors shall determine. The vice president, or first vice president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

5.7 TREASURER: The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall keep the names of all contributors to the corporation strictly confidential to the extent permitted by law records, and of its accounting procedures. It shall be the duty of the treasurer to prepare or oversee all filings require 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. The treasurer shall not be bonded. The directors shall cause the financial statements prepared by the treasurer to be subjected to an independent review at least annually. All checks of the corporation must be signed by both the president and the treasure.

5.8 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 or of its resident agent 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 execute the duties of the clerk at the meeting. The clerk shall also act as corresponding secretary with those providing or suggesting materials for inclusion in mailings by the corporation.

Section 6. RESIGNATION, RECALL, REMOVALS AND VACANCIES

6.1 RESIGNATIONS: Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president or the clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.2 RECALL: A written procedure allowing for an annual petition or other expression of the voting membership's desire for a recall election which sets forth the number of percentage of voting membership (threshold) who must be in agreement in order to hold said recall election. This threshold shall be at least twenty (20) percent of the adult household members of the development. Such a recall petition shall have a clearly stated reason for the recall typed at the top of each page of signatures and can be held only once annually.

6.3 REMOVALS: A director may be removed with or without cause by the vote of a majority of the directors then in office. An officer may be removed with or without cause by the vote of a majority of the directors then in office. A director or officer may be removed for cause only after reasonable notice and opportunity to be heard

before the body proposing to remove him. "Cause" shall be construed to include but not be limited to the following occurrences:

- a) absence from three (3) consecutive regularly scheduled Board of Directors meetings without sufficient justification
- b) absence from three (3) consecutive regularly scheduled meetings of a duly constituted Board committee without sufficient justification; and
- c) the repeated failure to fulfill the designated responsibilities of a Director.

No Director shall be removed without having received:

- a) written prior notice of the time and place of the meeting at which removal will be considered
- b) a detailed written statement of the allegations which are the basis for the proposed removal; and
- c) a meaningful opportunity to rebut the allegations at a full hearing before a quorum of the remaining Directors

6.4 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 president, 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, treasurer and clerk until his successor is chosen and qualified, or in each case until he/she resigns, or is removed. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 7. EXECUTION OF PAPERS

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 shall be signed by the president or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or the person relying in good faith on such instrument

notwithstanding any inconsistent provisions of the Articles of Organization, By-laws, resolutions or votes of the corporation.

Section 8. COMPENSATION, PERSONAL LIABILITY

8.1 Compensation: Directors and officers shall not be entitled to receive for their services any compensation for serving as such, but shall be entitled to reimbursement of expenses incurred on behalf of the corporation. Directors and officers shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

8.2 No Personal Liability: The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. all persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 9. AMENDMENTS

LCRA by-laws can be changed only by a majority vote of the residents present at a meeting for which there has been reasonable advance notice of the time, place, date and purpose.