

BY-LAWS
OF
WEST BROADWAY TASK FORCE, INC.
Amended as of April 25, 2007

Preamble

West Broadway (D Street) was originally one state-assisted public housing development, owned and managed by the Boston Housing Authority (BHA). Since 2004, it has been divided into two public housing developments: the West Broadway Housing Development and West Broadway Homes. The West Broadway Housing Development is directly managed by BHA, and continues to follow typical state-assisted public housing procedures. West Broadway Homes, on the other hand, has a unique mixed finance operating assistance, and is privately managed; due to its financing, it has some unique policies and rules. Each development has its own office, and each has slightly different procedures for verifying household composition; the Tenant Status Review (TSR) is used in the West Broadway Housing Development, and the Tenant Income Certification (TIC) is used in West Broadway Homes.

The two developments are known collectively in these Bylaws as the West Broadway Community Housing Development. It is the intent of these bylaws to insure that the WBTF represents the interests of all residents of the two developments through one body in their dealings with the BHA, with private management, and with other entities affecting the West Broadway Community Housing Development.

ARTICLE I: Name, Principal Location, Purpose, and Fiscal Year.

Section 1 **Name:** The name of the corporation shall be the West Broadway Task Force, Inc.

Section 2 **Principal Location:** The principal location of the Corporation shall be at 135 Orton-Marotta Way #5036 within the Boston Housing Authority's West Broadway Community Housing Development in South Boston, Massachusetts. 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 State for the Commonwealth.

Section 3 **Purpose:** The purpose of the Corporation is to empower public Housing residents at the Boston Housing Authority's West Broadway Community Housing Development to fully participate in decisions affecting them involving the Boston Housing Authority (BHA), Private Management or other agencies, to educate residents regarding their rights and responsibilities and to enhance economic opportunities and self-sufficiency for all residents.

Section 4 **Fiscal Year:** The fiscal year of the Corporation shall begin on January 1 and end on December 31

ARTICLE II: Membership, Board of Directors, Officers

Section I **General Membership**

1.1 **Definition of General Membership:** The General Membership of the Corporation shall consist of the residents of the West Broadway Community Housing Development of the BHA who have voting rights.

1.2 **Voting Rights of General Membership:** The General Membership shall have the right to elect or recall the members of the Board of Directors (as described in Article III below), to adopt and revise By-Laws, and to take such other steps as may be necessary to achieve the purpose of the corporation. The General Membership shall have the right to participate in the corporation and its committees. Voting rights will be vested in all residents of the West Broadway Community Housing Development who are eighteen (18) years of age or older, or who are emancipated minors who are leaseholders in such development, as listed on a West Broadway lease, Tenant Status Review (TSR) report or Tenant Income Certification (TIC). 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 exercised by persons present at a General Membership Meeting. There shall be no voting by proxy. Each member shall only have one vote.

Annual Meeting: The annual meeting of the Corporation shall be held during the month of October each year. The annual meetings will be held at or near the development, at a time which is convenient for attendance of the General Membership, and in a wheelchair accessible location.

1.3.1 The Board shall submit to the annual meetings all matters prescribed by law, by the Articles of Organization and by these By-laws and in addition at this annual meeting, members will receive annual reports, financial reports, and other information as specified by a majority vote of the Board of Directors. The purpose of these meetings will be to inform residents on matters of general interest, including the solicitation of input regarding West Broadway maintenance, modernization efforts, and revisions in West Broadway policies.

1.3.2 Additional Meetings: Additional Meetings of the General Membership may be called by the President of the Board of Directors (or in the President's absence, the Vice-President), by a majority vote of the Board of Directors, or by a written request of ten percent (10%) 62 members or more of the General Membership. Written notice concerning such meetings and the proposed agenda items for such meetings shall be provided to all resident households at least five (5) days in advance of the General Membership meetings. Items for the agenda of the General Membership meeting may be added by advance written request of seven (7) or more members of the General Membership. An annual report shall be prepared and presented by the Board of Directors. There must be a quorum of at least 20 members before any action can be taken at a General Membership Meeting.

Section 2 Board of Directors

- 2.1 Number of Members: The Board of Directors of the corporation shall consist of eleven (11) members.
- 2.2 Requirement of Membership In Corporation: 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 (see Section 1.2 above), he or she shall resign or be removed from the Board of Directors.
- 2.3 Election and Term: Each member of the Board of Directors shall be elected by the General Membership at the Election of the Corporation, as described in Article III below, and shall hold office for a two year term, unless the Director resigns, is removed for good cause by the Board of Directors, or is recalled by the General Membership. The Board of Directors shall serve for a short period after the election of its successors (but in no case more than one month after the election) in order to wrap up and transition business to the new Board of Directors.
- 2.4 Attendance of Meetings and Participation of Committees: Members of the Board of Directors are required to attend meetings of the Board and the Corporation and to actively participate on at least one committee.
- 2.5 Quorum: Quorum for meetings of the Board of Directors is four (4) members.

2.6 Filling of Vacancies: If a vacancy occurs in the Board of Directors prior to the next scheduled election, such vacancy shall be filled by the Board of Directors. The Board of Directors shall give written notice of such vacancy to General membership by distributing notices and nomination petitions to each household. The Board will give the General Membership four (4) weeks notice to submit completed petitions with at least ten (10) names of voting members of the corporation for consideration for appointment to the Board. The Director so appointed shall hold office only until the next election. Reasonably prompt written notice shall be given to the General Membership and to the BHA of any vacancy caused by resignation or removal of a Director and the name and address of the person appointed by the Board of Directors to fill the vacancy.

2.7 Resignation: A Director may resign from the position by delivering a letter of resignation to the President (or, if the person resigning is the President, the Vice-President). Such resignation shall be effective upon receipt and acceptance of the letter by the Board of Directors.

2.8 Removal for Good Cause: Any member of the Board of Directors may be removed from office for good cause at any time 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: (1) Absence from three board meetings without excuse, (2) Violating the confidentiality of residents, (3) Accepting a paid position with the BHA in a policy-making or supervisory position or a contracted management company at the West Broadway Community Housing Development, provided however, a Director's participation in a BHA advisory capacity, such as the Monitoring Committee or the BHA Resident Advisory Board, shall not require the Director to resign or be removed from office, (4) Misusing the organization's office or name, (5) Failure to resign after losing membership in the corporation, as described in Sections 1.2 and 2.2 above, or (6) Any breach of the Director's duty of loyalty to the Corporation or its members, (7) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (8) For any transaction from which the Director derived an improper personal benefit. Any action on removal must be preceded by written notice to all members of the Board of Directors, at least one week in advance of the meeting, stating that the issue of removal shall be considered at this meeting, and stating the grounds for removal.

- 2.9 Meetings of the Board of Directors: The Board of Directors shall meet at least once a month, for at least nine months of the year, at a regular time and place which shall be posted and made generally known to the General Membership. Special meetings may be called by the President (or in the President's absence, the Vice-President), or by written request of two (2) Directors to the Clerk. Generally, Board of Directors meetings shall be open to the General Membership, but the General Membership shall not have voting rights at such Board of Director meetings. The Board of Directors can call an executive session and close the meeting (or portion of such meeting) to all but the members of the Board of Directors by a vote of six (6) directors or the majority. Written agendas for the Board of Directors meeting shall be prepared and provided at least five (5) days in advance to all General Membership upon request. Each member of the Board of Directors shall have one vote, and a member must be present at the meeting in order to determine quorum and to vote, there shall be no voting by proxy or phone.
- 2.10 Duties: The Board of Directors shall develop and carry out the policies and programs of the Corporation. They shall establish the committees for the Corporation and coordinate their work. They shall report regularly to the members of the organization. They shall represent the interests of the General Membership before the BHA, Private Management and other groups and agencies. The Board of Directors shall administer any funds received by the Corporation responsibly and for the benefit of the General Membership, consistent with the Corporation's purpose.
- 2.11 Powers: The Directors shall have the following powers: Election and removal of officers, Filling of vacancies on Board of Directors, removal of Directors for good cause, authorization of expenditures, employment of persons as necessary to achieve the Corporation's purpose, receiving funds for the use of the Corporation and the General Membership, establishment of a bank account, establishment and revision of committee structure, acting on behalf of the General Membership in matters involving the BHA, Private Management and regulatory agencies.
- Section 3: Officers:
- 3.1 Election of Officers and Responsibilities: Officers shall be elected by the Board of Directors from among themselves at their first meeting, following their election by the General Membership.

(D) Treasurer: The Treasurer shall have general charge of all financial affairs of the corporation. The Treasurer shall ensure or cause to ensure accurate recordkeeping with respect to the Corporation's and Board's financial affairs, and shall sign off on checks authorized by the Board of Directors. The Treasurer shall provide or cause to have provided regular financial reports to the Board of Directors and to the General Membership on the Corporation's financial affairs. All checks issued by the Corporation shall have in addition to that of the Treasurer, the signatures of at least the President (or, in absence of the President, the Vice-President) or Clerk.

(C) Clerk: The Clerk shall record and maintain or cause to have recorded and maintained minutes of all Board of Directors and General Membership meetings and shall insure or cause to insure that proper notice of Board meetings and General membership meetings is given. The Clerk shall also function as the Clerk of the Corporation under the terms of any Articles of Organization. The Executive Director of the Corporation, where applicable, shall provide support to the Clerk in the execution of the above duties and responsibilities as well as carry out those same activities when the Clerk is absent. In the absence of the Clerk and the Executive Director, a temporary clerk may be elected to perform the duties of the Clerk at such meeting.

(B) Vice-President: The Vice-President shall perform the duties of the President when the President is absent or unable to perform his/her duties.

(A) President: The President shall chair all meetings of the Board of Directors, preside over General Membership meetings, represent the General Membership and the Board of Directors, sign all correspondence on behalf of the Corporation (except as the Board of Directors may otherwise designate), and exercise general supervision and control of the affairs of the Corporation. The President shall have the normal power to vote in the Board of Directors and the General Membership and to make or second a motion.

3.2 Term of Office and Resignation, Removal from Office and Filling of Vacancies: The Officer's term of office shall be one year. An Officer may resign by giving written notice to all other members of the Board of Directors.

ARTICLE III Election of the Board of Directors by the General membership:
Recall

Section I. Election Process

1.1.1 Elections Every Two Years* Eligibility to Serve on the Board Directors: Elections shall be held every two years for the Board of Directors. All members of the General Membership shall be eligible to serve as members of the Board of Directors, so long as they are not employed by the BHA or its agents in a policy-making or supervisory position and are not employed by the BHA or a contracted management company at the West Broadway Community Housing Development.

1.1.2 Election Committee: The Board of Directors shall establish an Election 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 consist of residents, and can include third-party volunteers who do not reside at the development. The Election 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."

1.1.3 Notice of Election Procedures: The Election Committee, working in conjunction with the Board of Directors, shall ensure that all voting member households will be given written notice at least seventy-two (72) days in advance of the election of the election procedures. The notice will be delivered to each occupied unit of the development and shall include a description of the election procedures, eligibility requirements, deadline for submission of nominations for the election and a copy of nomination papers. 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 two (2) most appropriate languages for the developments' population. The BHA shall, upon request of the

President to the manager of the development, provide copies of these translated materials and assist in their distribution to each household. Such a request must be made to the manager forty-five (45) days prior to the initial election notice, to give the BHA sufficient time to prepare such materials. The Election Committee and the Board of Directors shall ensure that these time frames for translation of materials are met where necessary to ensure broad participation. The notice of election procedures shall provide clear instructions 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 whose signature is required in support of the nomination. Nomination papers, in addition to being attached to the initial notice, must also be available to residents at the Corporation's office at 135 Orton-Marotta Way, the BHA management office at 81 Orton-Marotta Way and the management office at 73 Crowley-Rogers Way, in South Boston, MA

1.1.4 Number of Signatures Required for Nomination: Each candidate for the Board of Directors must obtain at least ten (10) signatures from the General Membership 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.

1.1.5 Period for Nomination 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 and Private Management shall verify that the signatures that appear on the nomination papers represent names of legal household members eligible to vote in the election, BHA and Private Management 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 West Broadway Management and Private 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.

1.1.6 Encouraging Diversity in Candidate Pool: The Board of Directors and the Election Committee shall attempt to achieve reasonable representation on the Board of Directors of all racial and ethnic groups in all geographic areas within the West Broadway Community Housing Development.

1.1.7 Notice of Nominations: Encouraging Resident Participation: The Election Committee and the Board of Directors shall give written notice to all member households by way of leaflets regarding the certified nominees for the Board of Directors. The notice shall display a sample ballot with each candidate's name and address listed. Such notice shall be posted in every hallway, management, and 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' night, providing poster and leaflet materials to candidates for campaign purposes, and/or using election reminder notices to residents, consistent with resources available to the Corporation.

1.1.8 Conduct of 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 station will be located in an area of adequate size to provide voters a sufficient level of privacy to mark ballots. A secured ballot box shall be provided at each station and the Election Committee shall verify each voter's eligibility based on lease and TSR information provided by BHA. The persons staffing the polling stations and acting as third party observers shall be impartial. No candidate for election may be allowed in the polling 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.

1.1.9 Notice of Election Results: Within three (3) days of the election, the Board of Directors and the Election Committee shall provide notice to the General Membership of the election results by posting the same at the Corporations' office at 135 Orton-Marotta Way, at the BHA management office at 81 Orton-Marotta Way and the management office at 73 Crowley-Rogers Way. The Board of Directors and the Election Committee shall provide notice of the election results to the BHA within ten (10) working days of the election. The correspondence to BHA shall include a list of all Board members elected, their addresses, and a description of election procedures. It 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, agreeing to abide by arbitration, consistent with the requirements of the BHA's policy

“participation of Recognized Local Tenant Organizations in the Administration of Boston Housing Authority Local Developments.”

1.1.10 Petition for Recall: The General Membership may move to recall one or more members of the Board of Directors during the Director's term of office. In order for the General Membership to recall a Director, there must be a written petition containing the signatures of at least 100 adult household members of the West Broadway Community Housing Development. Such recall petition shall have a clearly stated reason for the recall typed at the top of each page of signatures. The reason for recall is not limited to the reasons for removal for good cause stated in Article II, Section 2.8.

1.1.11 Recall Election: Limitation on Further Petitions for Recall of Same Director: Upon receipt of a recall petition in the proper form and with the proper number of signatures, the Board of Directors shall promptly call a meeting of the General Membership for the purpose of having a recall election. The notice of the meetings shall state the date, time and place of the meeting, the purpose of the meeting, and the grounds stated for recall in the petition. The recall election need not take the form of the general election provided for above. The General Membership shall be free to choose several options for recall, including designation of a particular person to serve as a Director in lieu of the Director proposed for recall, or granting the Board of Directors the discretion to appoint another person as Director for the balance of the term. If the majority of the General Membership decides not to recall a Director, no petition to recall that same Director shall be considered until a 12-month period has lapsed from the submission of the last petition. This shall not, however, be a limitation on the power of the Board of Directors to remove a Director for “good cause” in accordance with the Article II, Section 2.8.

ARTICLE IV: Committees

Standing Committees: The Board of Directors shall establish standing committees to carry out the goals and objectives of the Corporation. It shall actively recruit the General Membership to serve on committees to ensure democratic participation and to further the goals of the Corporation. The standing committees shall report to the Board of Directors and to the General Membership on their ongoing work.

ARTICLE V: External Representation

Section I: Appointed Representatives

The Board of Directors shall appoint representatives of the Corporation who will serve on other boards and organizations.

Section II: Removal of Appointed Representatives

Any such representative may be removed for good cause at any time by the Board of Directors at any meeting upon the vote of the majority present.

ARTICLE VI: Personal Liability of Officers and Members of the Board of Directors: Conflict of Interest

Section I: Personal Liability

The Board of Directors shall not have the power to bind the 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 Directors' 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 the law, or for any transaction from which the Officer or Director derived an improper personal benefit.

Section 2: Conflict of Interest

2.1 The Conflict of Interest provisions of any state or federal statutes or regulations that apply to public housing or non-profit corporation shall be in force 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 Board of Directors shall be employed by the Corporation.

2.2 Gifts, goods, services, and funds provided to the West Broadway Community Housing 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 General 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.

ARTICLE VII: Amendment of By-Laws

1.1.1 Procedure for Amendment of By-Laws: The By-Laws may be amended by a majority of vote of the General Membership at a regular or special General 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 at the West Broadway Community 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 it is proposed that the By-Laws be amended, and a summary of the 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.

1.1.2 Limitation on Certain By-Law Amendments: No By-Law 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-Law 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 corporations.