

WASHINGTON-BEECH TENANT ASSOCIATION, INC
35 BEECHLAND STREET #254
ROSLINDALE, MA. 02131
(617) 323-3269
988-5002

Adopted September, 1994

BY LAWS

ARTICLE I

NAME OF ORGANIZATION

This organization shall be the Washington-Beech Tenant
Association, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office shall be at 35 Beechland Street #254,
Roslindale, Massachusetts 02131.

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 and power among residents.
2. Encourage participation by recruiting members to
committees.
3. Act on behalf of tenants in all BHA matters and matters
affecting public housing residents.

4. Represent the residents of Washington-Beech in the community.

5. Increase resident participation in activities that will improve the development and the larger community.

6. Raise and manage funds that will be used to implement the goals of the corporation.

7. Participate in the affairs of any duly constituted citywide or nationwide organization that represents the interest of public housing tenants.

ARTICLE IV

The corporation is empowered to do all the things permitted to be done by a nonprofit corporation under Massachusetts law. The corporation is prohibited from doing anything prohibited of a nonprofit corporation under Massachusetts law. The corporation is empowered to do, in general, all things which shall be necessary or desirable to carry out the purposes and objectives herein above set forth, and permitted under Massachusetts law.

ARTICLE V

NONPROFIT

The corporation is not organized for profit, and no part of the corporation's income shall be used to benefit any member, individual, person, firm, or corporation not exempt under section 501 (C) (3 or 4) of the Internal Revenue code.

ARTICLE VI

FISCAL YEAR

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

Minutes of the meeting shall be taken and a record of the number of members present shall be kept. Minutes from the previous meeting shall be read by the secretary. Each committee shall report in writing on its activities and plans. If necessary, the bylaws may

- C. To make major policy decisions
- B. To receive information about the activities of the organization and about issues concerning the membership.
- A. To choose new issues and to set up new committees to work on those issues.

Community meetings of the organization's membership shall be held quarterly on the third Monday in February, May, August, and November. The purpose of the community meetings for the membership shall be the following:

SECTION I. COMMUNITY MEETINGS

MEMBERSHIP MEETINGS

ARTICLE IX

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

DISCRIMINATION

ARTICLE VIII

All legal residents of the Washington-Beech housing development eighteen (18) years or older or head of household shall be members automatically and shall have full voting rights.

MEMBERSHIP

ARTICLE VII

Special meetings of the membership will be called by the Chairperson of the Executive Board of Directors whenever the following occurs:

SECTION III. SPECIAL MEETING

- H. To ratify turkeys for Thanksgiving.
- G. To ratify the new officers of the Board of Directors of the corporation.
- F. To amend the bylaws if necessary.
- E. To review the results of the referendum questions, if any.
- D. To set up new committees.
- C. To evaluate the past year's successes and growing areas and to set priorities for the coming year.
- B. To receive an annual report on the activities of each committee from a committee representative.
- A. To receive an end of the year financial report from the treasurer.

The Annual Meeting of the members of the corporation shall be held on the third Monday of November. The Annual Meeting will be used for the following:

SECTION II. ANNUAL MEETING

Board of Directors may be filled by holding a special election at a community meeting. Fifteen (15) minutes will be allotted on the agenda of every community meeting for "other business" in order to provide the membership with a chance to raise issues or items of business that were not specifically covered on the agenda.

- A. Each member shall have one (1) vote.
- B. A simple majority vote of the membership will be required for any decision except amending the bylaws. A two-thirds

SECTION VII. VOTING AND PARTICIPATION PROCEDURES

The minimum number of members required to attend a membership meeting in order to conduct official business (i.e. voting) is fifteen(15).

SECTION VI. QUORUM

All tenants shall be notified in writing of all community and annual membership meetings at least three (3) days in advance. Notice of special meetings shall be in writing at least twenty-four (24) hours in advance.

SECTION V. NOTICE OF MEETING

All meetings of the organization shall be held within the local housing development in a room that can adequately accommodate the membership unless the membership votes at a prior meeting to hold it elsewhere.

SECTION IV. LOCATION OF MEMBERSHIP MEETINGS

A special meeting of the membership must be held within three (3) days of such request.

- A. The majority of the Executive Board of Directors vote to call such a meeting.
- B. A request for a special meeting is made to the chairperson through a written petition by six (6) or more members of the organization.
- C. The chairperson believes there is good reason to call such a meeting.

majority vote of the membership will be required to amend the bylaws.

ARTICLE X

COMMITTEES

SECTION I. FORMATION OF COMMITTEES

Any three (3) or more members of the organization may form a committee by a majority vote at a Board of Director's meeting.

SECTION II. MEMBERSHIP OF COMMITTEES

Any member of the organization may participate on any committee at any time. No member shall be barred from participating on a committee.

SECTION III. OFFICERS OF COMMITTEES

- A. After the committee has been formed, each committee will elect a Group Leader (s) and a secretary from among its members by the end of the second committee meeting.
- B. Any committee in existence for more than one (1) year will elect a new Group Leader (s) and a new secretary at the committee's meeting following the annual membership meeting.

SECTION IV. FUNCTIONS OF COMMITTEES

- A. The purpose and activities of each committee must be consistent with the goals of the organization.
- B. The committee will define issues of concern to tenants and identify goals for resolving the issues.
- C. The committees will develop and carry out research, strategies, and tactics for achieving the goals.

Any member shall be eligible to serve on the Executive Board of Directors except that no tenant who is employed by either the Boston Housing Authority (BHA) or this organization may serve as a member of the Executive Board of Directors.

SECTION II. ELIGIBILITY

The Board of Directors shall consist of 13 Executive Board Members. Members shall be elected by the membership at large. Members shall serve two year terms, with staggered elections: Seven seats on the board will become vacant in even-numbered years, and will be filled according to the election procedures detailed in Article XII, Section II of these bylaws. Six seats on the board will become vacant in odd-numbered years, and will be filled according to the election procedures detailed in Article XII, Section II of these bylaws.

SECTION I. COMPOSITION

EXECUTIVE BOARD OF DIRECTORS

ARTICLE XI

- A. A committee shall be dissolved by a majority vote of its members when they determine that its purpose has been fulfilled.
- B. A committee may be dissolved if the majority of the organization's members at a community meeting votes that the committee's goals and activities are not consistent with the goals of the organization.

SECTION VI. DISSOLVING COMMITTEES

Committees must report in writing their activities at each community meeting.

SECTION V. DUTIES AND POWERS OF COMMITTEES

Each member of the Advisory Board shall have 1/2 vote with the exception of any member who is employed by either the Boston

SECTION IV. VOTING RIGHTS

Each member of the Advisory Board shall be appointed for a term of one year (1). At which time the appointment can be cancelled by either party or a reappointment if feasible.

SECTION III. TERMS OF OFFICE

All members of the Advisory Board shall be appointed by the executive Board of Directors. This appointment shall be subject to cancellation with a majority vote of the Executive Board of Directors or (4-7 votes depending on membership).

SECTION II. ELIGIBILITY

The Advisory Board shall consist of six (6) members. They shall be (1) Youth Staff person (2) Lawyer (3) Accountant (4) Consultant (5) Community Police Officer assigned to the development (6) Young Adult Resident between the ages of 18-26. All members shall be directly appointed by the Executive Board.

SECTION I. COMPOSITION

ADVISORY BOARD

ARTICLE XII

All residents who run for the Executive Board, but are not elected, shall be alternative Board members for the Board members for the Executive Board, subject to all rules and responsibilities of the Executive Board members, with the exception of voting, who shall in the event of a vacancy on the executive board, be eligible to fill said, vacancy, with due confirmation by a majority of voting residents at a community meeting.

SECTION III. TERMS OF OFFICE

SECTION U. PROCEDURES FOR NOMINATION AND ELECTIONS OF THE EXECUTIVE BOARD OF DIRECTORS

A. All members of the Executive Board of Directors will serve two year terms, seven beginning in even numbered years and six beginning in odd numbered years. Each year an election will be held for those seats which will be vacated as the term ends. The Executive Board of Directors currently in office when these bylaws are ratified will remain in office for an additional year beyond the term they were elected to serve, with an election held in November to fill the vacant seats with new members who will serve for two years. The procedures for nominating and electing the Executive Board of Directors is as follows:

1. By the end of September that precedes the first Monday of the November election, the Board of Directors will inform the tenants in writing that nomination papers are available for the Board of Directors' election. They will inform residents of the procedures and eligibility requirements for running. Also, an election committee will be nominated and elected. No one running in the upcoming Board of Directors' elections may serve on the election committee.

2. In order to be an Executive Board of Directors candidate, a current member of the Executive Board must submit the signatures of at least twenty-five (25) residents supporting the candidacy to the election committee no later than seven (7) days prior to the election. Any candidate who does so will automatically be placed on the election ballot.

3. One week in advance of the election, a written notice must be delivered to all residents stating the date, time, and place of the election as well as a complete list of all

candidates.

4. On election day in even-numbered years, each member may vote for seven (7) different candidates. On election day in odd-numbered years, each member may vote for six (6) different candidates. No member may cast more than one (1) vote for any candidate.

5. The voting and counting of the ballots will be under the supervision of an impartial body.

6. In even numbered years, the seven (7) candidates receiving the highest number of votes shall become members of the elected Executive Board of Directors. In odd numbered years, the six (6) candidates receiving the highest number of votes shall become members of the elected Executive Board of Directors.

SECTION VI. REMOVALS AND RESIGNATIONS FROM THE EXECUTIVE BOARD OF DIRECTORS

A. A member of the Executive Board of Directors who has been absent from three (3) consecutive meetings without excuse shall be automatically removed.

B. A member of the Executive Board of Directors may be removed for just cause. Just cause shall include, at least, failing to carry out the duties of the Executive Board of Directors set out in these bylaws, or taking action harmful to the residents. To remove a Board member for just cause requires two steps:

1. A petition to remove a Board member must be signed by twenty-five (25) residents and submitted to the Executive Board, and

2. At the next community meeting, at least twenty-five (25) members must be present, and two-thirds of the members present must vote that there is just cause for

removing the Board member.

- C. Resignations from the Board must be submitted to the Executive Board in writing and shall be read at the next community meeting.

SECTION VII. VACANCIES ON THE EXECUTIVE BOARD OF DIRECTORS

Any vacancy on the Executive Board of Directors will be filled by the first runner up in the election. A second vacancy will be filled by the next runner up, and so on. If there are no runners up, the Executive Board of Directors will notify the general membership at the next community meeting that there is a vacancy open to any member. Nomination papers will be made available. A member must submit the signatures of at least twenty-five (25) members to the Executive Board of Directors no later than seven (7) days before the election. Any candidate who does so will automatically be placed on the election ballot. At the next community meeting, the members will elect a replacement from among the candidates.

SECTION VIII. DUTIES OF THE EXECUTIVE BOARD OF DIRECTORS

The Board of Directors shall:

- A. Help coordinate the work of the various committees of the organization.
- B. Report at every community meeting on its activities.
- C. Assist committees in developing and recommending policy and programs for the organization.
- D. Represent the membership before the Boston Housing Authority.
- E. Make proposals to the general membership on how the organization's funds should be spent.
- F. Manage the affairs of the organization between

community meetings.

6. Plan the agendas for the community meetings.

H. All Executive Board members shall attend the community meetings.

SECTION IX. POWERS OF THE EXECUTIVE BOARD OF DIRECTORS

H. The Executive Board of Directors 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 and orderly conduct of its affairs and the management of its property, not inconsistent with the agreement of association and bylaws of the Corporation. They may exercise all powers not expressly given to the Executive Board of Directors. The Executive Board of Directors may delegate to committees from time to time so much of their duties or functions as may lawfully be so delegated.

B. The Executive Board of Directors shall vote on any expenditures of \$50.00 or more. This is to be done by majority vote at a Board meeting or by majority vote by telephone by the secretary. Expenditures \$49.99 or less are to be approved by the majority vote of the Chairperson, Assistant Chairperson, Secretary, and the Treasurer.

C. Any decision of the Executive Board of Directors must be ratified by the membership at the next community meeting. A community vote may overrule any decision of the Executive Board of Directors.

D. The Executive Board of Directors shall appoint by vote the three (3) signatures to be registered with the bank

account's file. The Executive Board of Directors shall choose two (2) of the three (3) signatures needed to sign all checks. The chairperson must be one of the two (2) people who signs the checks. All three (3) check signers must be elected members of the Executive Board of Directors. This vote is to take place at the first Executive Board of Directors' meeting following each general election.

ARTICLE XIII

OFFICERS

- A. All officers shall be elected by the Executive Board of Directors at the first Board meeting after each general election and shall serve a term of one (1) year.
- B. No member of the Executive Board of Directors may fill more than one (1) office simultaneously.
- C. Officers of the Executive Board of Directors shall be:

1. CHAIRPERSON - The Chairperson shall have charge of the affairs of the corporation and shall have such other powers and duties as designated from time to time by the Executive Board of Directors. He/she shall preside at and prepare the agenda for all meetings of the Executive Board of Directors and the general membership at which he/she is present. The Chairperson shall sign all checks of the organization.

2. ASSISTANT CHAIRPERSON - The Assistant Chairperson shall preside at all meetings when the Chairperson is absent he/she shall execute the duties of the Chairperson. The Assistant Chairperson is accountable to the Chairperson.

3. SECRETARY - The Secretary shall record the minutes of all community meetings and Executive Board of Directors' meetings and present them at subsequent meetings.

He/she shall compose and/or send any correspondence directed by motion of the membership or the Executive Board of Directors or otherwise required.

4. ASSISTANT SECRETARY - The assistant secretary shall assume the secretary's job when the secretary is absent: He/she shall assist the secretary on the performance of his/her duties.

5. TREASURER - The Treasurer shall have charge of the Corporation's financial affairs. He/She shall present a financial report of the corporation to the Executive Board of Directors once a month. The Treasurer shall sign all checks.

6. ASSISTANT TREASURER - The Assistant Treasurer shall assume the treasurer's job when the treasurer is absent. He/She shall assist the treasurer and shall sign checks as an alternate.

SECTION II. VACANCIES OF EXECUTIVE OFFICES

8. If an Executive Officer's seat is vacated on a permanent basis, the seat can be filled by either an appointment or by election. An appointment is pertinent if the Executive Officer has been in office for more than one year or a two year term. The Board of Directors will elect a replacement if the Executive Officer has been in office for less than one year of a two year term.

9. In the event that any Board Member, Executive Officer, regular Board Member or Advisory Board Member does not fulfill the duties of the By-Laws of this organization, or does not work toward the improvement of the quality of life of all residents or does not maintain objectivity and discretion, said Member can be removed from his/her seat with a majority vote of the Board of Directors, or a quorum at a Community Meeting. An Executive Officer's removal will require a majority vote of the Board of Directors. 8

Board Member that does not hold an office will be subject to the rules stated in the By-Laws on Page 10, Section VI.

ARTICLE XIV

MEETINGS OF THE EXECUTIVE BOARD OF DIRECTORS

SECTION I. MEETINGS

The members of the Executive Board of Directors shall meet as often as necessary, but shall meet at least twice a month, on the first (1st) Tuesday and Thursday of the month. During an election year, the newly elected Executive Board of Directors shall meet on the second (2nd) Tuesday in November to elect the Executive Board of Directors' officers.

SECTION II. NOTICE

All members of the Executive Board of Directors shall be notified of special meetings of the Board by the Chairperson at least twenty-four (24) hours in advance.

SECTION III. QUORUM

At least one half of the members of the Executive Board of Directors must be present at Board meetings in order to conduct official Board business. However, Board meetings shall begin on time with or without a quorum. No votes can take place without a quorum.

SECTION IV. VOTING

Each Board member shall have one vote. Each Advisory Board member shall have one half vote, unless employed by Boston Housing Authority or the Washington-Beech Tenant Association, Inc.

ARTICLE XV

INDEMNIFICATION

CHECKS, CONTRACTS

ARTICLE XVII

- D. Two-thirds vote will be needed to adopt the proposed amendment to the bylaws.
 - C. Voting will take place at a community meeting.
 - B. The proposed amendment and notice of the meeting in which the amendment will be brought before the membership for a vote must be hand delivered to each resident five (5) days before the vote is to take place.
 - A. An amendment may be proposed by either:
 - 1. A majority vote of the Executive Board of Directors.
 - 2. A written petition signed by twenty-five (25) members of the organization.
- These bylaws may be amended by going through the following steps:

AMENDMENTS TO THE BYLAWS

ARTICLE XVI

Members of the Executive Board of Directors shall be indemnified by the corporation for any liability incurred in carrying out their duties in furtherance of the purpose 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.

The Executive Board of Directors shall plan for the Christmas party well in advance as recommended by Mary Anne McGruder and voted on at an Executive Board of Directors' meeting.

CHRISTMAS PARTY PREPARATION

ARTICLE XVIII

Contracts - The Executive Board of Directors may authorize any officer, agent or employee to enter into any contract or execute under the Corporation Seal or otherwise and deliver any instrument in the name of and on 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 purpose or to any extent.

Checks - All checks drawn on the bank account of the organization shall be approved by the chairperson and signed by one (1) of the following two (2) alternates (?????) so named by vote of the Executive Board of Directors.