

WEST END CIVIC ASSOCIATION

(W.E.C.A)

BY-LAWS

*(March 16th, 2000)
with amendments*

October 20, 2002
and
November 6, 2003
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January 9, 2014

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BY-LAWS

I. General

Preamble

The West End Civic Association is hereby committed to enhancing the quality of life for Boston's West End community residents.

1. The name of this organization shall be West End Civic Association, hereinafter called the Association.
2. The Association is incorporated as a non-profit organization under the laws of the Commonwealth of Massachusetts. Business shall be carried on as a not-for-profit corporation. Tax exemption shall be applied for under the relevant provisions of the Internal Revenue Code.
3. The Association serves the West End community defined as the area within the periphery of North Washington Street to the East, Cambridge Street to the South, Charles River to the West and North, and New Sudbury Street to the Southeast.
4. The Association subscribes to and supports the laws of the Commonwealth of Massachusetts.
5. The location of the Headquarters of this Association shall be in Boston, Massachusetts. The address shall be determined by the Board.

II. Objectives

1. The objectives of this Association are to:
 - a. Raise community awareness about development in our neighborhood. Issues impacting quality of life and property values will be our top priority.
 - b. Establish strong community ties within the West End and abutting areas.
 - c. Create the necessary lobbying force to provide input to governmental representatives to insure the success of our mission.

III. Administration

1. The Association shall be administered by a Board of Directors, hereinafter referred to as the Board. The Board shall determine all questions of policy and shall administer the affairs of the Association under these By-Laws and the general provisions of the law under which it is incorporated.
2. The Board shall consist of up to nine members herein after called Board Members. The Board Members are one past president, four Officers, and four elected Directors.
3. Eligibility for nomination, election or retention of a position as an elective Board Member of the Association shall be contingent upon membership and residency in the West End. Presidents and past presidents are not eligible to be re-elected as Board Members or Officers until they serve one Administrative Year as Members.
4. A majority of the Board Members shall constitute a quorum. An affirmative vote of a majority of the Board Members present at any regular or duly called meeting shall be required to pass any motion not inconsistent with the By-Laws of the Association.
5. The Board shall have authority to decide upon any question by means of a letter ballot directed to all Members. A majority of the votes cast within a 30 days from the date the ballots sent shall decide the question submitted to ballot.
6. The Board shall direct the investment and care of funds for the Association and shall adopt an annual budget and make appropriations for other specific purposes.
7. No Members of the Board shall receive a salary or compensation from the Association, except for expenses incurred on behalf of the Association as approved by the Board.
8. Within the provisions of the By-Laws, there shall be Officers who shall act for the Board between Board meetings provided that such action is not inconsistent with Board policy. All acts of the Officers representing WECA shall be reported to the Board.
9. The Officers and Board Members shall take office, and the president-elect elected the previous year shall become president on the first day of the Administrative Year following their election, and shall hold office until their successors have been

duly elected and installed. Administrative Year commence on January 1st of the calendar year.

IV. *Officers*

1. The officers of the Association shall consist of the President, President-Elect, Clerk, Treasurer and the latest living resident Past President.
2. The President-elect, Treasurer, and Clerk shall be elected for a term of one year. The president-elect shall automatically assume the presidency for the year following election.
3. The duties of the officers shall be as defined in the By-Laws.
4. The Officers shall be bonded, at the expense of the Association, for such amount as may be determined by the Board.
5. A vacancy in the office of President will be filled by the President-Elect, to complete the current Administrative Year and then his/her scheduled year as President. The office of President-Elect shall remain vacant until the next Annual Meeting, at which meeting a PresidentElect shall be elected. If a vacancy occurs in the office of President-Elect, other than by filling the unexpired term of the Presidency, the office shall remain vacant until the next regular election, at which time both a President and President-Elect will be elected. If a vacancy occurs in the offices of both the President and President-Elect, the Treasurer will serve as President to complete the current administrative year. A vacancy occurring in any Board position shall be filled by election of the Board.

V. *Duties of the Officers*

1. The President is the primary representative and Chairperson of the Board of the Association. The President shall:
 - a. Oversee and guide the implementation of the functions and By-Laws of the Association.
 - b. Outline and delegate responsibilities to other Officers.
 - c. Ensure that the responsibilities of the Officers are met and if need be assist in carrying out the assigned tasks.
 - d. Maintain good relations with Officers and Members.
 - e. Be one of the two signing authorities with the Treasurer that are required.
 - f. Call Board meetings as needed and communicate Board actions at monthly meetings.
2. The President-Elect shall:
 - a. Assist the President in carrying out his/her duties.

- b. Act as the substitute for the President, on a temporary basis, should he/she become absent.
 - c. Become the acting President for an interim period, should the President be unable to continue the term.
3. The Treasurer is responsible for the administration of financial affairs of the Association. The Treasurer shall:
- a. Collect the dues and deposit them into a bank account under the Association's name, not commingled with other deposits. Withdrawal of funds, loans against any Association funds for personal reasons are strictly prohibited
 - b. Appropriately invest and control the funds belonging to the association.
 - c. Present a budget statement at the commencement of each Administrative Year for Board approval.
 - d. Provide detailed quarterly balance sheets and operating statement detailing the revenue and expenditures for the previous quarter, compared with the budget.
 - e. Present a yearly final balance sheet.
 - f. Project ways and means of increasing the Association's financial standing.
 - g. Carry out the bookkeeping of the Association.
 - h. Be one of the two signing authorities, with the President, that are required.
4. The Clerk is responsible for maintaining the database of Membership, overseeing the administrative and organizational structure of the Association. The Clerk will record the minutes of meetings and will inform the Members of upcoming events.

VI. Membership

- 1. The Membership shall consist of Resident Members and Honorary Members who shall abide by the By-laws and who shall be subject to election, or termination as provided in the By-laws.
- 2. Resident Member -- A Resident Member, hereinafter named Member, shall be defined as a person who resides in the West End.
- 3. Honorary Member -- An Honorary Member shall be a person elected to this position consistent with the following qualifications for such grade: Recognized superiority in position, character, or achievement through contributions to the West End community. Honorary Members shall not have the right to vote.
- 4. Associate Member -- Associate Member is a person who owns or represents a business that is present within the geographic boundaries of the Association.

Associate Members shall not have the right to vote or become a member of the Board.

5. Admission procedures and requirements shall be determined by the Board and stated in the By-Laws.
6. All Members with good standing other than Associate Members and Honorary Members shall have voting privileges. Only Resident Members may hold the offices.
7. Membership may be revoked in writing by the Board of Directors for the following reasons:
 - a. Non-payment of dues
 - b. Violation of the Association's by-laws
 - c. Conduct that in the opinion of the Board is improper and prejudicial to the best interests of the Association.
8. No Member shall speak or make public announcements on behalf of the Association without prior approval by the President.
9. All correspondence with the Association letterhead sent to parties outside of the Association must be signed or countersigned by an officer of the Association. The Clerk and Treasurer shall sign all letters pertaining to their duties. All other such letters, including all joint letters with other civic organizations must be signed or countersigned by the President. If the President and the relevant committee disagree about a letter, the issue will be decided by the next monthly Association meeting. If time constraints require a more speedy decision, the Clerk shall poll the Board for the decision.

VII. Requirements for Membership

1. A Resident Member must:
 - a. Be 18 years or older
 - b. Reside in the West End as defined in the By-Laws
 - c. Provide address, phone and e-mail if available
 - d. Pay dues, as stated in Article IX of these By-Laws

VIII. Admission Procedure

1. Applications should be sent to the Association's designated address for review and approval by the Treasurer.

2. Membership becomes effective when dues are paid.
3. Names and addresses of Members shall be available to Association Members only. All other application information shall only be released upon approval by the Board.
4. Non-Members may attend meetings at the discretion of the President.
5. A Member may be subjected to termination of membership for violation of any of the provisions of the By-Laws of the Association.

IX. Dues

1. The annual dues payable by the Membership shall be determined by the Board of Directors and published to the Members.
2. The fiscal year of the Association shall be from January 1 to December 31 or such other term as the Board may decide upon. The procedure for billing and collecting of dues shall be determined by the Board of Directors.
3. Dues shall be payable annually and pro-rated in advance of January 1, based on the month of acceptance, rounded off to the beginning of that month.
4. Not later than November 1 of each year, the Treasurer shall send a reminder the amount of dues for the ensuing calendar year.
5. Any Member who does not pay the annual dues within three months after the beginning of the calendar year shall be dropped from Membership.
6. The Board, for cause deemed by it to be sufficient, may temporarily excuse any Member from the payment of annual dues.

X. Qualifications of Nominees to the Board

1. Candidates for all Officers and Members of the Board shall be Resident Members for at least one year.

2. Candidates for Officers and Members of the Board shall have been active on one or more committees.

XI. Nomination and Election of Officers and Members of the Board

1. Election of Officers and elected Members of Board shall be made annually by a majority vote on individual letter ballots sent to all voting Members of the Association in good standing. The Clerk shall have the authority to cast a vote electing the slate of candidates whenever the officers are uncontested.
2. An Election Committee shall be formed. It shall have the most recent available past President as its chairperson and one Member elected by each committee.
3. Nominations for elective offices and Board Membership may be made by any Member.
4. The Election Committee shall organize in such a manner as it may determine. The Election Committee shall terminate at the conclusion of the election.
5. All nominating petitions shall be submitted no later than eight weeks before the Annual Meeting date. The Election Committee shall provide to the Members the names of all official nominees for the posts, no later than four weeks before the Annual Meeting date by advice to each Member.
6. When there is more than one nominee for an office, the name of the nominee who received the greater number of nominating votes shall appear first on the election ballot.
7. An election ballot or ballots with envelopes and instruction for voting as provided in this Article shall be distributed to each voting Member at the address of record not later than four weeks before the Annual Meeting each year. This shall include approximately equal biographical information on all candidates. The election ballot shall include the names of the official nominee for Officers.
8. Direction for voting shall be issued with the secret ballots. Ballots may be presented to the Election Committee at the Annual Meeting or may be mailed to the Election Committee prior to the Annual Meeting. Mailed ballots must be received one day before the Annual Meeting date.

9. The polls for the election ballot shall be closed at the time stated in the announcement of the Annual Meeting. If a quorum is established, the ballots shall be counted on the same day.
10. No count or listing of votes cast in any Association election shall be permitted until after the polls have been closed.
11. The ballots shall be counted under the supervision of no fewer than three tellers who shall be appointed by the Chairperson of the Election Committee and may be observed by representatives of the candidates. The person who receives the largest number of valid votes for an office shall be declared elected. In the event of a tie between two or more persons for the same office, the Board of Directors shall make the selection.
12. Ballots incorrectly prepared, or ballots submitted by Members whose dues are six months or more in arrears shall be rejected. Ballots received by mail after close of the Annual Meeting shall be rejected. Ballots that violate any of the other published instructions for balloting may be rejected.
13. Immediately following the counting of the final ballots, the Election Committee shall notify the officers who have been elected and shall secure from each person so elected acceptance of election. If a Member who has been nominated or elected to office shall thereafter change residence to outside West End area, a change in status as a nominee or as an elective officer shall be mandatory because of such change of residence. If the Member has been nominated and not yet elected, the Member shall be ineligible for the office for which the Member has been nominated. If the Member has been elected, the office shall be made vacant because of such change in residence.

XII. Election of Honorary Members

1. Any solicitation for Honorary Membership shall be sent to the Clerk in writing.
2. Nominations for honorary Memberships shall be limited to two per calendar year.
3. Past Presidents of the Association shall not be considered for petition, nomination or election to Honorary Member status.
4. The Board shall review the nominations and, not later than one month before the Annual Meeting and elect any new Honorary Members.

5. A person elected to honorary Membership shall be notified promptly by the Clerk. The election shall be conditional upon signed acceptance by the nominee.

XIII. Committees

1. To further the objectives of the Association, there shall be permanent committees. Establishment of specialized committees is authorized. They may be created or dissolved and their duties defined by the Board of Directors.
2. The permanent committees shall be as follows:
 - a. The Election Committee as defined elsewhere in the By-Laws
 - b. The Membership Committee shall recruit new Members, obtain their registration as defined in the admission procedure of these By-Laws and introduce new Members to the Organization. Its leader shall be appointed by the Board.
 - c. The Liaison Committee shall assist the President in establishing and maintaining contacts with other civic organizations whose interests coincide with all or some of the interests of the Association. The President of the Association shall be the chair of this committee.
 - d. The Program Committee shall select and invite speakers to present viewpoints of interest to the Membership. Its leader shall be appointed by the Board.
 - e. The Zoning and Planning Committee will ensure that developments in the West End and vicinity enhance the quality of life and do not adversely affect West End residents.

XIV. Meetings

1. The Association shall hold an Annual Meeting at such time and place as may be selected by the Board. The Clerk will submit a notice to all Members at least four weeks prior to the meeting. The meeting shall be open to all Members and their invited guests.
2. For the purpose of transacting business of the Association, a quorum of Members shall be required. The quorum for any Annual Meeting shall be fifty percent of the Members in good standing present in person or by proxy. The quorum for any Special Meeting shall consist of one third of the Members, present in person or by proxy.

3. If the Quorum is not achieved at the Annual Meeting, the Board shall call for a Follow-up meeting. The date of that meeting shall be thirty days after the Annual Meeting date. The agenda of the Follow-up meeting shall be the same as the Annual Meeting. Election and voting shall be by the majority of votes present in person or by proxy. All proxies received at the Annual Meeting shall be valid for the follow up meeting
4. Special Meetings may be called by the President or upon request by two-third votes of the Board, or upon written petition by at least ten percent of the Membership. The purpose of such meetings shall be set forth in the notice to the Members delivered at least four weeks before the date of the meeting. No business, other than that for which the meeting was called, shall be transacted.
5. At all Annual or Special Meetings, all Members shall be entitled to the privilege of the floor and to participate in the discussions.
6. The Board may submit a specific question to a vote by the Members, by mail, Fax or e-mail. If a response received from at least one third of the voting Members within thirty days after submission of the question, a decision by the Board based on the majority vote shall be binding as if it were taken at a duly called meeting.
7. The rules of procedure for conduct of meetings of the Members, Officers or Committees shall be those contained in the latest edition of Robert's Rules of Order,

XV. *Termination of the Association*

1. The Association may terminate its operations by a unanimous decision of its Board, supported by a majority vote during an Annual or Special Meeting or by a mailed vote as provided in the Article above. In such an event, any funds in its treasury shall be evenly divided among the Membership or, if less than one hundred dollars, shall be donated to the Shriners' Burns Center.

XVI. *Amendments*

1. Amendments to these By-Laws may be proposed by:
 - a. A majority vote of the entire Board.
 - b. By a petition signed by not less than two thirds of the Board Members present, provided that the text of the proposed amendment shall have been mailed to the

Members of the Board not less than thirty days prior to the day when the amendment shall be considered.

- c. A petition signed by not less than fifteen percent of the Members of this Association who are eligible to vote on Bylaw changes or fifty such Members whichever is smaller.
2. Amendments submitted by petition shall be reviewed by the Board before being submitted to the Clerk for ballot. The findings of this review may be transmitted to the Members at the discretion of the Board.
3. Proposed amendments to the By-Laws, together with a letter ballot, shall be mailed by the Clerk to each Member eligible to vote. Ballots shall be returned to the Clerk not later than twenty days after their mailing by the Clerk.
4. An amendment shall become effective only upon the affirmative vote of two-thirds of the votes cast by the qualified Members, provided that at least twenty percent of the qualified Members have voted.

XVII. Savings Clause

1. Any article or section of the By-Laws found to be in conflict with the laws of the Commonwealth of Massachusetts or the Constitution of the United States of America shall be null and void. However, this shall in no way invalidate the remaining articles and sections of the By-Laws.

XVIII. Effective Date

1. These By-Laws shall become effective upon their adoption in the manner prescribed for voting on amendments and prior amendments thereto are repealed.

Adopted

Last Amended