

BY-LAWS OF THE
JONES HILL ASSOCIATION

ARTICLE I
The Association

The name of the organization is the Jones Hill Association (“JHA”).

JHA is an unincorporated association that is dedicated to improving the quality of life on Jones Hill.

JHA is located in the Jones Hill neighborhood in the Dorchester community of Boston, Massachusetts. Jones Hill is bounded on the north by Stoughton Street, on the west by Columbia Road, on the south by Hancock Street, and on the east by Pleasant Street.

The principal office of JHA shall be at the address of its President.

ARTICLE II
Membership

Section 1: Membership and Dues

Membership in JHA is open to any person interested in the goals and aims of JHA; all persons residing in the Jones Hill neighborhood as defined herein are *de facto* members (“Members” or “Resident Members”). For residents on boundary streets, JHA will accept member residents from both sides of the boundary streets. Membership dues are five dollars (\$5) per year, though Members are encouraged to contribute amounts in addition to their dues as their budget permits in order to support the efforts of JHA.

Section 2: Merchant Membership

For profit and non-profit organizations and businesses located in Jones Hill are eligible to become merchant members of JHA (“Merchant Members”). Merchant Member dues are twenty-five dollars (\$25) per merchant per year, though Members are encouraged to contribute amounts in addition to their dues as their business permits in order to support the efforts of JHA.. The payment of dues shall entitle a Merchant Member to have their business contact information published. A Merchant Membership is a non-voting membership.

Section 3: Voting Rights

Any Member who:

- Lives within the boundaries of Jones Hill as defined herein;
- Has currently paid dues in full at least 27 days prior to meeting; and
- Is at least 18 years of age

is considered a “Voting Member.” Merchant Members cannot be Voting Members.

ARTICLE III
Voting and Elections

Section 1: Voting Eligibility

Voting shall be limited to Voting Members as defined herein. Voting Members must be present at the time of voting in order to participate. Each Voting Member has one vote. Unless otherwise specified in this document, all voting matters will be decided by a simple majority vote of the Voting Members present at the meeting. In the event of a tie, the President shall cast the deciding vote.

Section 2: Elections

- Officers (who may also act as the Board of Directors, as indicated in Article V, Section 1) must be elected annually by Voting Members, and by secret ballot if requested by any individual.
- Elections will take place at a meeting for the purposes of elections at a time and place to be determined, pursuant to the processes set out in Article VII (“Annual Meeting”)
- Any Voting Member wishing to run for office must submit his or her name to the Secretary at least three (3) days prior to the Annual Meeting.
- Nominations at the Annual Meeting will be accepted for any position in which there are not enough candidates to fill the position as established by these by-laws.
- Only Voting Members who are present at the Annual Meeting are eligible to vote.
- The number of Voting Members present for the election to be valid must be at least twice the number of candidates running.
- The Treasurer is responsible for providing a current list of Voting Members at the Annual Meeting.
- If there are more than two candidates for one officer position, a plurality will determine the winner.
- The Secretary is responsible for counting the votes and recording the election results.

ARTICLE IV
Officers

Section 1: Officer Positions

The officers of JHA shall consist of a President, a Vice President, a Secretary, and a Treasurer, or such other officers having other titles as the Board of Directors may determine (each, an “Officer”). Each Officer is elected pursuant to the procedure laid out herein for a term of one year.

Section 2: Officer Eligibility

All Officers must be Voting Members of JHA, as defined herein.

Section 3: Duties of Officers

1. President: The President shall be the presiding officer at all JHA meetings. The President shall conduct the management and affairs of the organization together with such duly constituted committees as the President shall from time to time appoint. The President is authorized and required to act as the official spokesman and representative of JHA with

the power to delegate responsibility for these and any other tasks that fall within the President's purview.

2. Vice President: The Vice President shall assist the President when required and shall assume the full duties and responsibilities of the President in the absence of the President.
3. Secretary: The Secretary shall keep all records and minutes of all meetings. The Secretary shall keep such minutes and records within the Commonwealth at the principal office of JHA and the records shall be open at all reasonable times to the inspection of any Voting Member or Officer. All records and minutes shall be the property of JHA. The Secretary shall attend to all other business which shall be entrusted to him or her by the President. The Secretary shall make a report at each monthly meeting of the minutes of the previous monthly meeting. The Secretary shall also be responsible for generating letters, statements, applications, and any other written documents required by JHA.
4. Treasurer: The Treasurer shall be the chief financial officer and the chief accounting officer. The Treasurer shall, subject to oversight by the Officers and board of directors, maintain general supervision over the financial affairs of JHA, including its long-range financial planning, and shall cause to be kept accurate books of account, which shall be the property of JHA and kept by the Treasurer. All funds shall be kept in JHA accounts. The Treasurer shall prepare a yearly report on the financial status of JHA to be delivered to all members within 3 months of the end of the fiscal year. The Treasurer shall also prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, or other federal and state agencies. The Treasurer is also responsible for maintaining an updated list of Voting Members, and shall submit monthly reports to be incorporated into the meeting minutes.

In addition to the enumerated duties, each Officer shall have such powers and duties as are customarily incident to his office, and such other powers and duties, if any, as the President may from time to time prescribe.

Section 4: Installation of Officers

Officers elected at the Annual Meeting will be installed at the end of the Annual Meeting.

Section 5: Vacancies

In case of a vacancy in any office, at any time, except the Presidency, the vacancy shall be filled by a vote of the Voting Members at the first meeting following the vacancy, provided that 10 (ten) day's notice of this special election shall be provided to all members.

ARTICLE V Board of Directors

Section 1: Members

There is a board of directors, comprised of all four elected Officers of JHA and chaired by the JHA President ("Board of Directors") (each, a "Director").

Section 2: Duties

The Board of Directors shall determine the agenda for monthly general membership meetings. The Board of Directors has the authority to address urgent issues that affect JHA before the next scheduled general membership meeting if necessary. Any such actions will then be presented and explained at the following general membership meeting.

Section 3: Meetings

Board of Director meetings are held at the discretion of the President. Board of Director meetings are open to all Members, but only Board of Director members are eligible to vote. If a vote results in a tie, the President shall cast the tiebreaking vote.

ARTICLE VI
Committees

Section 1: Types of Committees

There may be two types of committees: (1) standing committees and (2) special committees. A standing committee exists for an indefinite period of time. A special committee may be formed as the need arises and discontinued after the need is met.

Section 2: Establishing a Committee

Both standing committees and special committees are established and terminated at the discretion of the Board of Directors.

Section 3: Committee Membership

Membership is open to any Voting Member of JHA. Cooperating service organizations, and consultants or students of a given subject may participate and contribute to committee work but may not vote.

The President appoints committee members in consultation with the Board of Directors. The Board of Directors must approve each committee member appointee by a majority vote, and will report this to the Resident Members at the next monthly Membership meeting.

Each committee shall have a minimum of one officer as a committee member.

Section 4: Chair of a Committee

The President appoints the committee chair with a majority vote of the Board of Directors.

Section 5: Committee Reports

Committees shall make reports of their work at each membership meeting.

ARTICLE VII
Meetings, Notices, and Quorums

Section 1: Membership Meetings

Membership meetings shall be held on a date and at a time and at a place as determined by the Voting Members. Meetings are open to the general public, but only Voting Members are eligible to vote.

Section 2: The Annual Meeting

An annual meeting of the Members shall be held during the last month of each fiscal year

Section 3: Special Meetings

Special meetings may be called by the President or upon written request signed by no fewer than five (5) Voting Members. Upon such written request, the President shall call the special meeting. Not less than five (5) days notice of any special meeting, stating the date, time, purpose, and place of the meeting, shall be given to all Voting Members.

Section 4: Meeting Cancellation

Any cancellation of a meeting shall be made at the discretion of the President. Any scheduled agenda item will be taken up at the next meeting.

ARTICLE VIII
Amendments to By-Laws

Amendments to these by-laws may be submitted in writing by any Voting Member at any membership meeting for discussion or opposition. Voting on proposed amendments will be deferred until the Annual Meeting. All proposed amendments must be communicated to the membership at least 27 days prior to the Annual Meeting

At the Annual Meeting, a quorum of 50% of Voting Members must be present. Members may attend the meeting in person, or by means of a conference telephone or similar communications technology, provided that all persons participating in the meeting can hear each other at the same time. Alternatively, Voting Members can be queried for their vote via electronic communications, provided that it can be verified that one Voting Member is guaranteed one and only one vote. The amendment must have at least two-thirds of the affirmative vote of those Voting Members present and surveyed to be adopted.

ARTICLE IX
Miscellaneous Provisions

Section 1: Fiscal Year

Except as otherwise determined by vote of the Directors, the fiscal year of JHA shall end on the last day of June of each year.

Section 2: Transactions with Interested Parties

To the extent that any potential future status of JHA as a tax exempt organization Section 501(c)(3) of the Code is not affected, and in the absence of fraud, no contract or other transaction between JHA and any other corporation, firm, association, partnership or person shall be affected or invalidated by the fact that any Member, Director or Officer of JHA is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation, firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or is in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; provided that the fact that he individually or as a director, member or officer of such corporation, firm, association or partnership is such a party or is so interested shall be disclosed to or shall have been known by the Board of Directors before any meeting which action upon any such contract or transaction shall be taken.

Section 3: Dissolution

Unless otherwise required by law, in the event of the termination, dissolution, or liquidation of JHA in any manner or for any reason whatsoever, its assets, if any, remaining after the payment and satisfaction of all debts and liabilities of JHA, shall be distributed to one or more organizations with purposes similar or related to the purposes of JHA and exempt from federal income tax under Section 501(c)(3) of the Code, in which manner and in such proportions as shall be approved by the votes of not less than two-thirds of all of the Voting Members and two-thirds of the Directors then in office.

Section 4: Gender

The personal pronoun "he" or possessive pronoun "his," when appropriate, shall be construed to mean "she" or "her."

Section 5: Political Endorsements

JHA shall refrain from endorsement of any political party or any candidate for elective office.