

**BYLAWS
OF
LONGFELLOW AREA NEIGHBORHOOD ASSOCIATION, INC**

This organization has not been formed for the making of any profit, or personal financial gain. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall prohibit the payment of reasonable compensation to independent contractors for services provided for the benefit of the organization. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

SECTION 1

NAME, PURPOSE, SERVICE AREA, LOCATION, FISCAL YEAR

1.1 The **NAME** of the organization is Longfellow Area Neighborhood Association, Inc. hereinafter referred to as "LANA." The organization is organized in accordance with the General Law of the Commonwealth of Massachusetts, Title XXII, Chapter 180, as amended.

1.2 The primary **PURPOSE** of the corporation is to promote and enhance the LANA neighborhood's residential, commercial, and recreational character and its open spaces. The service area of the neighborhood is defined in Section 1.2 of the Bylaws. LANA identifies and responds to developmental, civic and social needs of the neighborhood, including: community development, housing, safety, ecology/environment, transportation, recreation, and education.

The secondary purpose of the corporation is to recognize and be responsive to the needs of the larger community. LANA may involve itself in projects outside its boundaries, such as revitalization efforts in Roslindale Village and the preservation of the Arnold Arboretum, etc. LANA works with other civic-minded community groups to develop programs for residents of the service area and to assist in identifying outside resources to advance our cause.

1.3 The streets which make up LANA's **SERVICE AREA** are listed on the Attachment to these Bylaws.

1.4 **LOCATION.** The principal office of LANA is in Roslindale, MA, 02131 at the home of the Clerk. The directors may change the location of the principal office effective upon filing a certificate with the Secretary of the Commonwealth.

1.5 LANA's **FISCAL YEAR** ends on June 30 in each year, unless otherwise decided by the directors.

SECTION 2

MEMBERS, MEMBERSHIP FEES

2.1 The annual **MEMBERSHIP FEE** is set and may be changed by a two-thirds (2/3) vote of the Board of Directors, at the Annual Meeting. All fees go to costs and no part of earnings may inure to the benefit of any individuals

2.2 **MEMBERS** are elected at any Meeting of the Directors (See Section 5) by a simple majority of directors present, and upon payment of current year dues. There are two categories of members

Resident Members must

- a) live in and/or own a residence within the LANA Service Area (See section 1.3)
- b) be 18 years of age or older
- c) have paid dues for the current fiscal year.

Each Resident Member has one vote.

If a Resident Member moves or sells his/her residence, the membership expires.

Associate Members include

- a) a business located within LANA's Service area (See section 1.3)
- b) a non-profit association which provides service in the City of Boston
- c) have paid dues for the current fiscal year

Each Associate Member has one vote per entity.

2.3 **MEMBER POWERS & RIGHTS.** Members elect the Board of Directors at the Annual Meeting (See Section 5.) Members have powers and rights designated by the Directors.

2.4 **REMOVAL & RESIGNATION.** A member who is not a director may be removed by a two-thirds (2/3) vote of the Board of Directors present at any meeting, with or without cause, but only after written/electronic notice and opportunity to reply within 10 days.

A member may resign by written/electronic notice to an officer of the Board of Directors and resignation shall be effective upon receipt.

2.5 **MEETINGS OF THE MEMBERS.** See Section 5

SECTION 3 DIRECTORS

3.1 **NUMBER OF DIRECTORS.** The organization shall be managed by a Board of Directors consisting of no less than 9 and no more than 15 directors. Directors must be Resident or Associate Members of LANA. Not more than 1 member of a household (i.e. parent, children, spouse or partner) may serve on the Board of Directors at the same time.

3.2 **ELECTION & TERM OF OFFICE.** Directors are elected at the Annual Meeting (See section 5.) Each director serves a staggered 3-year term or until a successor has been elected with 1/3 of directors elected each year. The term of office begins at the close of the Annual Meeting at which the Director was elected. Directors are welcome to run for re-election for a new term.

3.3 **REMOVAL & RESIGNATION OF DIRECTORS.** A director may be removed by a majority of the members present at any meeting, with or without cause. If a director misses 3 unexcused consecutive regular meetings over the course of a fiscal year, then the director is subject to possible removal from the board by a vote of a majority of the directors. A director may resign by written/electronic notice to an officer of the Board of Directors and resignation shall be effective upon receipt, unless specified to be effective at some other time.

3.4 VACANCIES. In the event that the number of directors falls below the minimum of nine (9) due to removal or resignation of a member, a replacement is elected by the Board of Directors. The successor shall hold office for the unexpired term of the director being replaced

3.5 DIRECTOR POWERS The affairs of the corporation are managed by the directors.

3.6 MEETINGS OF THE DIRECTORS. See Section 5

3.7 QUORUM See Section 5

3.8 ACTION BY CONSENT. Action may be taken without a meeting if all directors consent to the action by mail or email. The written consents must be filed with the records of meetings of the directors. Such consents are treated for all purposes as a vote at the meeting.

3.9 COMMITTEES. The Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. Committees must be chaired or co-chaired by a director.

SECTION 4 OFFICERS

4.1 NUMBER OF OFFICERS. The officers consist of a president, vice-president, clerk, treasurer, assistant clerk and assistant treasurer.

4.2 ELECTION & TERM OF OFFICE. The president, vice-president, treasurer and clerk are elected by the Board of Directors at the first meeting after the Annual Meeting. Officers hold office for one year commencing at the first meeting after the Annual Meeting. The assistant treasurer and assistant clerk may be elected by the Board of Directors at any meeting. They hold office until the first meeting after the annual meeting. Officers are welcome to run for re-election for a new term.

4.3 PRESIDENT. The president is the chief executive officer of the corporation, subject to direction and control of the Board of Directors. The president ensures that resolutions are carried into effect and performs acts necessary between meetings of the directors. The president (or vice president or other director) presides at all meetings of the directors and the members.

The president ensures that the vice-president has adequate knowledge about corporate matters so that the vice-president could assume the treasurer's responsibilities in his/her absence.

4.4 VICE PRESIDENT. The vice-president has duties and powers as determined by the directors including performance of the duties of the president during his/her absence.

4.5 TREASURER & ASSISTANT TREASURER The treasurer is the chief financial officer of the corporation, subject to direction and control of the Board of Directors. The treasurer keeps full and accurate financial records and accounting procedures, and makes a report of corporate finances at each meeting of the directors. The treasurer ensures that any required tax returns are filed on time. Books, records and tax returns must be available for inspection by any current

member of LANA. There should be at least two active signators on the bank account at all times.

The treasurer ensures that the assistant treasurer has adequate knowledge about financial procedures and access to financial records so that the assistant treasurer could assume the treasurer's responsibilities in his/her absence. Another officer may also fill the position of assistant treasurer.

4.6 CLERK & ASSISTANT CLERK. The clerk gives written/electronic notice of all meetings of the Board of Directors, keeps an accurate list of the names & addresses of directors and members (including membership category), files the Annual Report, Change of Directors form and other filings with the Secretary of the Commonwealth, is in charge of valuable papers (including any contracts) and maintains the minutes of meetings of the directors and members. Minutes of all meetings must be sent to the Board of Directors within 2 weeks of the meetings. Minutes and other records must be available for inspection by any current member of LANA. In the event that neither the clerk nor the assistant clerk is present, the president shall appoint another individual to take minutes at the meeting.

The clerk ensures that the assistant clerk has adequate knowledge about clerk procedures and responsibilities and has access to records so that the assistant clerk could assume the clerk's responsibilities in his/her absence. Another officer may also fill the position of assistant clerk.

4.7 REMOVAL & RESIGNATION OF OFFICERS. An officer may be removed by a majority of the directors present at any meeting, with or without cause. An officer may resign by written/electronic notice to an officer of the Board of Directors and resignation shall be effective upon receipt, unless specified to be effective at some other time.

4.8 VACANCIES. Any vacancy that occurs for any reason may be filled by the Board of Directors. The successor shall hold office for the unexpired term of the officer being replaced

SECTION 5 MEETINGS

5.1 MEETINGS OF THE DIRECTORS. Directors must meet a minimum of 4 times per year. Regular meetings are held on the second Monday of each odd numbered month (Jan, March, May, July, September & November.) Special meetings of the Directors may be held at any time when called by the president, treasurer or two or more directors. Written/electronic notice of special meetings of the directors must be sent to all directors 5 days in advance or telephonic notice must be made to all directors at least 48 hours in advance of the meeting. Quorum: 50% of the directors then in office constitutes a quorum. If no votes are scheduled to be taken at a meeting, a quorum is not required to continue with the meeting.

The board of directors may permit any or all directors to participate in a regular or special meeting by conducting the meeting through any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

5.2 ANNUAL MEETING. The Annual Meeting of the members is held on the 2nd Monday of September each year. This meeting is held at a time and place determined by the Board of Directors. Notice of the meeting is announced on the LANA website, Facebook page and other social media at least 10 days prior to the meeting. Notice of a change of date from the regular date stated above must be made more than thirty (30) days before the regular date. This notice must state the place, date and time. Each annual meeting is held for the purpose of electing directors, establishing membership fees and presenting the treasurer's report to the membership. Quorum: The lesser of 20% of the current membership or 20 current members constitutes a quorum.

5.3 SPECIAL MEETINGS OF THE MEMBERS. These may be requested by any director or upon written/electronic application to the Clerk by 10 or more current members. The Clerk will schedule the meeting and send written/electronic notice of the meeting to all directors and members, at least 5 days in advance, stating the place, date and time and the purpose for the meeting. Quorum: The lesser of 20% of the current membership or 20 current members constitutes a quorum. If no votes are scheduled to be taken at a meeting, a quorum is not required to continue with the meeting

5.4 ACTION BY VOTE. When a quorum is present at any meeting, a majority of votes properly cast by those present shall decide any matter, unless otherwise specified in the Articles of Organization or these By-laws. Prior to each vote, the clerk will repeat the motion as it will be reflected in the minutes

5.5 ACTION BY CONSENT. Any action may be taken without a meeting if all consents of the action are provided in writing or email. These consents shall be treated for all purposes as a vote and must be filed by the Clerk with the records of meetings.

SECTION 6 MISCELLANEOUS PROVISIONS

6.1 EXEMPT ACTIVITIES No member, director, or officer of LANA shall take any action on behalf of the corporation that is not permitted under Section 501(c)3 of the Internal Revenue Code.

6.2 POLITICAL ACTIVITIES Neither the corporation nor its members, directors or officers shall use the name of LANA in support of any organized political party or candidate for public office.

6.3 AMENDMENT TO BYLAWS The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds (2/3) vote of the directors at any regular or special meeting of the directors when a quorum is present. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

6.3 AMENDMENT TO ARTICLES OF ORGANIZATION The Articles of Organizations may be amended, altered, or repealed by the Board of Directors by a two-thirds (2/3) vote of the members present at any regular or special meeting of the directors when a quorum is present.

The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting, and shall be distributed to members at the meeting.

6.5 CONFLICT OF INTEREST. If a director or officer (or a member of his/her family) has a personal or financial interest in a transaction or other matter under consideration by the board, he/she must fully disclose to the board the existence of such interest before any corporate action is to be taken. The director or officer shall abstain from voting on or otherwise attempt to influence the outcome of the matter.

**SECTION 7
DISSOLUTION & LIQUIDATION**

If in the opinion of two-thirds (2/3) of the Board of Directors it becomes necessary or desirable to dissolve LANA, the organization may be dissolved at a special meeting called for that purpose, and with the subsequent approval by no less than a two-thirds (2/3) vote of current members. Notice of the meeting is announced on the LANA website, Facebook page and other social media at least 10 days prior to the meeting. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged. Assets shall be transferred to corporations, groups or organizations organized under Section 501(c)(3) of the Internal Revenue Code which engage in activities which advance the purposes or spirit of LANA's mission, as determined by the Board of Directors.

Certification

Mary Flaherty, President of Longfellow Area Neighborhood Association, Inc, and Michael Fitzgerald, Clerk of Longfellow Area Neighborhood Association, Inc certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on January 14, 2019.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on January 14, 2019.



Mary Flaherty, President



Michael Fitzgerald, Clerk

Bylaws Section 1.3 Attachment: LANA Service Area

The LANA Service Area is generally bounded by the east side of Centre Street, Bussey Street and the MBTA rail line. The sections of the following streets that fall within those boundaries are included in the Service Area:

Ainsworth Street	Cotton Street	Robert Street
Arborough Road	Edgemont Street	Robken Road
Ardale Street	Eldon Street	Selwyn Street
Ashfield Street	Fairview Street	Sheffield Street
Basto Terrace	Farquhar Street	South Street
Bradfield Avenue	Fletcher Street	South Walter Street
Bradford Circle	Gloria Road	Symmes Street
Brookfield Street	Guernsey Street	Tappan Street
Bussey Street	Hazelmere Street	Tyndale Street
Centre Street (east side)	Hewlett Street	Walter Street.
Colbert Street	Knoll Street	Walworth Street
Congreve Street	Mendum Street	Weld Street
Coniston Road	Primrose Street	Zeller Street
Conway Street	Rhoda Street	

