

BAY VILLAGE NEIGHBORHOOD ASSOCIATION, INC.

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BY-LAWS

ARTICLE I - PURPOSE

The Bay Village Neighborhood Association, Inc. is a non-profit corporation organized for the purpose of maintaining and enhancing the living conditions within Bay Village as an essentially residential neighborhood, accomplishing the same lawfully and with due consideration for the local rights of non-residents who have a vested property interest in Bay Village, and generally promoting a neighborhood attitude of mutual respect and lawful regard for the rights of each other to the foregoing ends.

ARTICLE II - "BAY VILLAGE"

The term "Bay Village," as used in these by-laws shall comprise the area in downtown Boston Bounded on the northerly side by Stuart Street (from Arlington Street to Charles Street South); on the easterly side by Charles Street South (from Stuart Street to Tremont Street); on the southerly side by Tremont Street (from Charles Street South to Marginal Road), Marginal Road (from Tremont Street to Arlington Street), and Cortes Street; on the westerly side by Berkeley Street (from Cortes Street to Columbus Avenue) and Columbus Avenue (from Berkeley Street to Arlington Street). In addition, Lyndeboro Place, Warrenton Place and 285 Tremont Street are considered part of Bay Village.

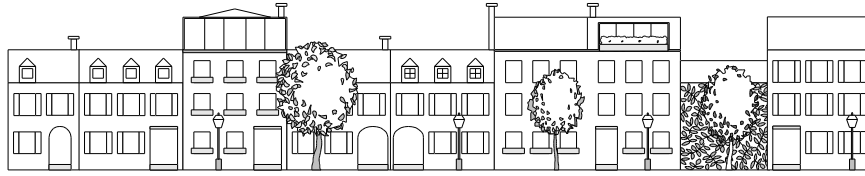
ARTICLE III - THE CORPORATION

1. Membership. The membership of the Corporation shall consist of those persons:

P.O. Box 1296 ♦ Back Bay Annex ♦ Boston, MA 02117-1296 ♦

(617)542-2862

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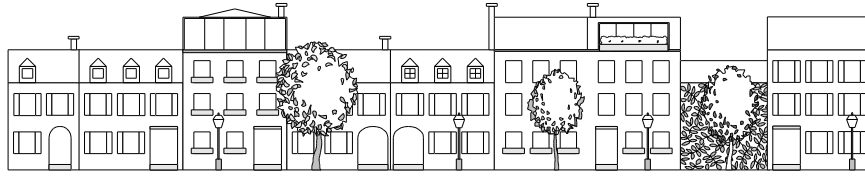
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- a. who maintain a bona fide residence within Bay Village; who own or, in the absence of the owner, operate a vested proprietary interest within Bay Village; or who are a landlord or owner of residential property within Bay Village; and
 - b. who have paid the annual dues referred to in Article VII.
2. Voting . A member shall be entitled to vote (“voting member”) only if s/he has been a member for three (3) consecutive months or more. Non-voting members shall be entitled to attend all meetings of the Corporation and address meetings at the discretion of the President or other presiding officer. Members may vote, in person only, at all meetings of the Corporation. A majority vote of the voting members present shall decide all questions at a meeting of the Corporation, except as otherwise provided herein or required by law.
3. Termination of Membership. A person shall cease to be a member any time that s/he does not meet either of the qualifications in 1. above.
4. Meetings.
- a. The Annual Meeting of the Corporation shall be held on the last Wednesday of October (unless such be a holiday, in which event it shall be held on the next following business day) at such hour and place in the Commonwealth of Massachusetts as the Recorder shall designate in the notice thereof. Such meeting may be adjourned from time to time until its business is completed.
 - b. Special meetings of the Corporation shall be called by the President, the Executive Committee, or no fewer than three (3) voting members.
 - c. Notice. All general meetings of the Corporation shall be called by email notice distributed by the President to all members at the address listed in the records of the Corporation and posted on the BVNA website, at least three (3) days prior to the date thereof.

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In the notice of the Annual Meeting, the Recorder shall specify that the meeting is the Annual Meeting at which officers will be elected.

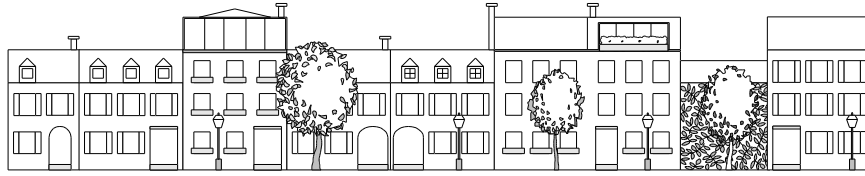
ARTICLE IV - EXECUTIVE COMMITTEE

1. There shall be an Executive Committee, which shall have the same powers and duties conferred by law in a Board of Directors. The Executive Committee shall consist of the Officers and Directors elected at the Annual Meeting from nominations submitted by the nominating Committee, or from the floor of the meeting, as described in Article VI below. From time to time, the President may appoint additional voting members to fill vacancies with the approval of the Executive Committee. Any individual who is a voting member of the Corporation (as defined in Article III) is eligible to serve on the Executive Committee. Notwithstanding such, in the interest of ensuring that the Executive Committee fairly represents the interests of all of Bay Village, no more than three (3) individuals from any one legal street address may serve on the Executive Committee simultaneously.
2. Meetings
 - a. The Executive Committee shall meet regularly, at least monthly, at a time and place agreed on in advance by the Executive Committee. The meetings of the Executive Committee shall be open to the general membership of the Corporation, but no person who is not a member of the Executive Committee shall vote at such meetings. No written notice shall be required for any regular meeting of the Executive Committee.
 - b. Special meetings of the Executive Committee may be held at the call of the President or at least three (3) members of the Executive Committee. Written notice of the time, place, and purposes of the special meeting shall be provided to all members of the Executive Committee and to members of the Corporation.
 - c. All meetings shall be held in accordance with Robert's Rules of Order as modified at the discretion of the President.

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3. A member of the Executive Committee may vote, in person only, at all regular meetings of the Executive Committee and in person or by proxy at special meetings. A majority of the Executive Committee present shall decide any questions at a meeting, except as otherwise provided herein or required by law.
4. A member of the Executive Committee may resign at any time by filing a written resignation with the Recorder. Any Executive Committee member absent from three consecutive meetings without proper notice to the Recorder will be deemed to have resigned, unless s/he notifies the Recorder of his/her absence, in advance of a meeting. Any vacancy shall be filled by the majority vote of the Executive Committee and any member of the Executive Committee so elected shall fill the unexpired term of the vacancy.

ARTICLE V - OFFICERS

1. The Officers of the Corporation and the Executive Committee shall consist of a President, up to two (2) Vice Presidents, one of whom will be a Senior Vice President, an Executive Director of Crime, an Executive Director of Neighborhood Services and Activities, an Executive Director of Planning, an Executive Director of Communications, a Recorder, a Registrar and a Treasurer. The officers shall be elected by a plurality of the voting members present at the Annual Meeting, from nominations submitted by the Nominating Committee or by members from the floor, as described in Article VI below. Officers shall serve for one year or until their successors have been elected or appointed, except as provided in Section 2 hereunder.
2. An officer may resign from office at any time by filing a written resignation with the Recorder. Vacancies shall be filled by the majority vote of the Executive Committee and any officer so selected shall fill the unexpired term of the vacancy.

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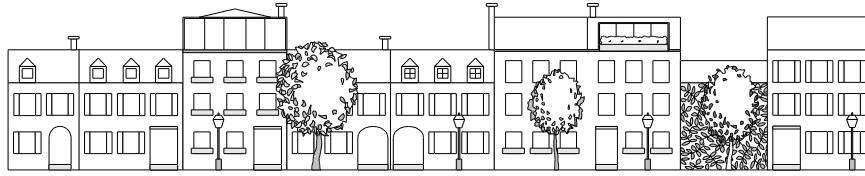
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3. The President shall preside at all meetings of the Corporation and the Executive Committee and shall have general supervisory responsibility over the affairs of the Corporation. The President shall perform all duties prescribed herein or usually incident to the office of President, including such duties as the Executive Committee may from time to time assign.
4. The Senior Vice President shall perform the duties of and have the powers of the President in the event the President is absent or otherwise unavailable, and shall perform all duties usually incident to the office of Vice President, including such duties as the Executive Committee or the President may from time to time assign.
5. Administrative Officers
 - a. The Recorder shall provide notice of all meetings, maintain a record of all meetings of the Corporation or Executive Committee and shall be the Secretary of the Corporation whenever such office is required or referred to hereunder or by law.
 - b. The Treasurer shall maintain and keep safe any cash funds of the Corporation, shall accept dues or other payments from members or supporters of the Corporation, shall report payments of dues to the Registrar and shall maintain accurate records of the Corporation's finances.
 - c. The Registrar shall determine conclusively and maintain a list of members, including designation of those eligible to vote or not, and shall distribute ballots for votes at any meetings. The Registrar shall also determine conclusively on an annual basis the names of all residents, property owners, and businesses in the neighborhood.

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ARTICLE VI - NOMINATING COMMITTEE

There shall be a Nominating Committee consisting of at least three members appointed by the President, subject to approval of the Executive Committee, which shall present a slate of nominees of officers and Executive Committee members at the Annual Meeting. Said slate of nominees shall be distributed to the membership with the notice of the annual meeting. Nominees for any office may also be submitted from the floor.

ARTICLE VII - DUES

The annual membership dues shall be set by the Executive Committee, shall provide for individual memberships, family memberships, business memberships, and for senior and student memberships, and shall be due and payable each year on or before July 1st for the coming year. The amount of the annual dues may be changed at any general meeting by a majority of the voting members present at the general meeting. The Registrar shall on June 1st of each year, send out an email to all members, at the address listed in the Corporation's records, informing the membership that the dues for renewal of membership are due and payable on or before July 1st. A one month period to August 1st, will be allowed for payment of renewal dues. If the dues are not paid by August 1st, any person then requesting renewal membership will have to meet the qualifications for membership and wait the required three months to become a voting member of the Corporation.

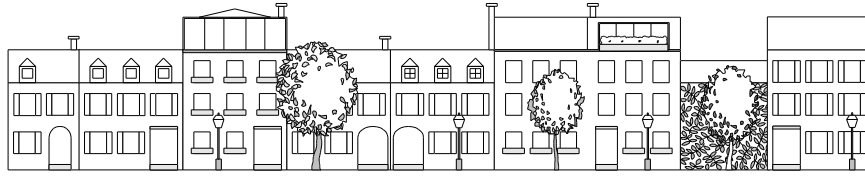
ARTICLE VIII - LIABILITY

Members of the Corporation shall not be held personally liable by the Executive Committee or called upon for payment of any sum of money or assessment other than the annual dues, as provided in Article VII, or such other sums as the members may personally agree in writing to pay at any time by way of donation to the Corporation. All persons extending credit to, contracting with, or having any claims against the Corporation shall look only to the funds and property of the Corporation for payment of any such contract or claim, or the satisfaction of any claim, damage, judgment or decree that may otherwise become due or payable to them from the Corporation. Neither the

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members of the Corporation, members of the Executive Committee, nor officers, present or future, shall be held personally liable therefore.

ARTICLE IX – NON-DISCRIMINATION

All Persons shall be entitled to all the rights, privileges, programs and activities generally made available to participants in this Corporation, its programs and activities, and this Corporation shall not discriminate on the basis of gender; race or color; religion; marital status; pregnancy; national or ethnic origin; ancestry or citizenship; sexual orientation; age; veteran’s status; genetic makeup, predisposition or carrier status; mental or physical disability; gender identity or expression, or any other category protected by law.

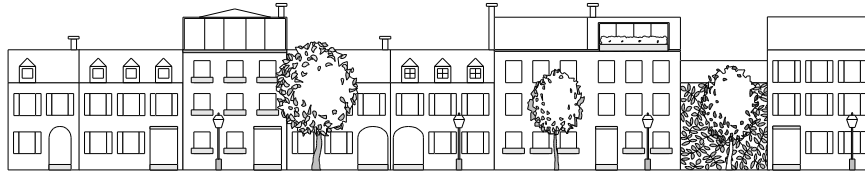
ARTICLE X - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by law, indemnify each of its Executive Committee members, officers, employees or other agents against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise of actions, suits, claims or other proceedings as fines, penalties, or as counsel fees, necessarily paid or incurred in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such persons may be involved by reason of membership in the Corporation or on the Executive Committee, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith, in the reasonable belief that any such action was in the best interest of the Corporation. Any payment by way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Executive Committee to have been made in the best interest of the Corporation.

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ARTICLE XI - SEAL

The Corporation shall have a corporate seal upon which shall be inscribed its name, date of incorporation, and such other device, words or figures, if any, as the Executive Committee may determine.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Corporation shall begin with the first day of October and shall terminate with the thirtieth day of September in each calendar year.

ARTICLE XIII - AMENDMENTS

These by-laws may from time to time be amended by a two-thirds vote of the members of the Executive Committee present at a general meeting, provided that the proposed amendment has been prominently inserted in the notice of such meeting and circulated to the membership at least 20 calendar days prior to such meeting. Proposed amendments shall be required to be brought before a general meeting in a timely fashion if a petition to amend a by-law has been signed by at least twenty (20) voting members of the Corporation and submitted to the Executive Committee.

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