

# Fenway Community Development Corporation

## BY-LAWS

(Revised and updated May of 2016)

### ARTICLE I – CORPORATION

- Section 1      **NAME.** The name of the corporation shall be the Fenway Community Development Corporation (“the Corporation”).
- Section 2      **PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the Corporation shall be 70 Burbank Street, Boston, Massachusetts.
- Section 3      **PURPOSES.** The purposes of the Corporation shall be to relieve blight and deterioration of residential neighborhoods, to stimulate the development of model housing in areas of residential displacement, to provide decent housing that is affordable to low- and moderate-income people, to apply the fruits of science and technology to relieve poverty through the use of renewable energy sources and to improve the appearance and safety of local neighborhoods through the abatement of blight. By addition and clarification, the purposes shall also be to engage local residents and businesses to work together to undertake community development programs, projects and activities which develop and improve the Fenway community in sustainable ways that create and expand economic opportunities for low and moderate income people. The Corporation shall be especially concerned with programs directed at increasing the economic, racial, ethnic, family and other human diversity in the Fenway.
- Section 4      **CORPORATE SEAL.** The Board of Directors may adopt and alter the seal of the Corporation.
- Section 5      **FISCAL YEAR.** The fiscal year of the Corporation shall end on December 31 in each year.

### ARTICLE II – MEMBERS

- Section 1      **NUMBER.** Membership shall be fixed at a maximum of 1,500 Members, unless voted otherwise by a majority of voting-eligible Members present at an annual meeting or at any special meeting that meets the quorum requirements for an annual meeting.
- Section 2      **ELIGIBILITY.** Membership in the Corporation shall be open to any resident of the area served by the Corporation without regard to age, race, sex, national origin, religion, sexual orientation or physical disability. Voting rights shall be limited to those Members who are 18 years or older and support the mission of Fenway CDC. Questions of eligibility for Membership and voting rights shall be determined by the Clerk, except as otherwise provided for herein, and the Clerk shall maintain a list of persons who are Members of the Corporation.
- Section 3      **PERMISSIVE MEMBERSHIP.** The Board of Directors, by a two-thirds (2/3) vote, may approve Membership for individuals not residing in the area served by the Corporation. No more than fifteen percent (15%) of the total Membership shall be comprised of Members of this class. For the

purposes of this Section, total Membership shall be defined as the total number of Members enrolled on the date of the Board meeting at which the vote is being taken.

Section 4 MEMBERSHIP POLICIES. Policies and processes concerning start and continuation of Membership including, but not limited to, Membership agreement, length of Membership, requirement and payment of dues, and required meeting attendance, shall be established by the Board of Directors and ratified by the Members by two-thirds (2/3) vote of those voting-eligible Members present at the next annual or special meeting.

### **ARTICLE III – SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS AND FRIENDS**

Section 1 The Board of Directors may designate any person who supports the mission of Fenway CDC as a sponsor, benefactor, contributor, advisor or friend of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

### **ARTICLE IV – MEMBERSHIP MEETINGS**

Section 1 ANNUAL MEETINGS. Annual Membership meetings shall be held every year no earlier than April 15 and no later than June 15. At the annual meetings, reports of officers shall be given and elections of Directors shall be held. The Board of Directors shall determine the place(s), dates and times of the annual meeting in accordance with these By-laws and the general instructions of the Members. The annual meeting shall be held on alternating sides of the Muddy River, though the Board of Directors may waive this provision by a vote of two-thirds (2/3) of the Directors present at a regular or special meeting of the Board of Directors.

Section 2 MANNER OF NOTICE. Notice of each meeting of Members, stating the place, date and time and the purposes of the meeting, shall be given at least three (3) weeks before the meeting to each Member entitled to vote thereat and to each other Member who, by law, by the Articles of Organization or by these By-laws, is entitled to notice. Notice shall be given by electronic mail sent to the address as it appears in the records of the Corporation. Members without an electronic mail address shall receive notice by postal mail. Members may choose to receive notice by postal mail instead of electronic mail by notifying the Clerk. Such notice shall also be posted in at least three (3) prominent places in the Fenway, posted on the Corporation's website, and published in a newspaper of wide circulation in the Fenway, at least one (1) week before the meeting. Whenever notice of a meeting is required, such notice need not be given to any Member if a written waiver of notice, executed by the Member (or the Member's attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting.

Section 3 QUORUM AND VOTING. At all Membership meetings, a quorum shall be thirty (30) voting-eligible Members or twenty-five percent (25%) of the voting-eligible Membership, whichever is lower. All voting-eligible Members shall be entitled to vote on any issue or election which comes

before the Membership if they have been a member for at least one month. Questions of voting eligibility shall be decided by the Clerk.

Section 4 SPECIAL MEETINGS. Special meetings may be called by the President, the Board of Directors, or a petition of ten (10) voting-eligible Members or ten percent (10%) of the voting-eligible Membership, whichever is lower, and shall be called by the Clerk, unless the Clerk is unable to call the meeting by reason of death, absence or incapacity. All Members must be given at least seventy-two (72) hours notice of a special meeting by the means specified in Section 2 of this Article. Only matters referred to in the notice of announcement of the special meeting may be considered and acted upon.

## **ARTICLE V – BOARD OF DIRECTORS**

Section 1 POWERS. The Board of Directors shall be responsible for the management, control and direction of the Corporation's affairs, ensuring that all such matters align with the organization's mission. The Corporation's annual budget must be approved by the Board of Directors. The Board of Directors shall hire and may remove the Executive Director and shall fix her/his compensation and terms of employment.

Section 2 NUMBER AND COMPOSITION. The Corporation shall be governed by the Board of Directors not to exceed sixteen (16) Directors elected by the voting-eligible Members and three (3) additional appointed Directors elected by a vote of not less than two-thirds (2/3) of the Directors present at any regular meeting at which a quorum is present. These appointments may be made for any period of up to three (3) years. The composition of the Board shall be governed by the following constraints:

- 1.1 At least 20% of the Directors shall reside on the East side of the Muddy River in the Fenway and at least 20% of the Directors shall reside on the West side of the Muddy River in the Fenway.
- 1.2 At least one-third (1/3) of the Board must be representatives of the low-income community in the Fenway, which include residents of low-income neighborhoods in the community, low-income residents of the community, or elected representatives of low-income neighborhood organizations.
- 1.3 At least twenty percent (20%) of the Board must be residents of FCDC owned properties.
- 1.4 Not more than ten percent (10%) of the Board may be representatives of the public sector, which include elected officials, appointed public officials, public employees, or individuals appointed by a public official. Whether a person qualifies as a public employee will be decided by the Clerk.
- 1.5 These criteria may overlap. Once fulfilled, the balance of Directors is unrestricted.

Section 3 MEETINGS. The Board of Directors shall meet at least once every two (2) months to transact whatever business may come before it. Actions by the Board of Directors, including votes and

motions, resolutions, allocations, appointments and other matters, can be taken only at a meeting of the Board of Directors. At least one-third (1/3) of the meetings of the Board of Directors shall be held on each side of the Muddy River in the Fenway.

- Section 4 NOTICE. Notice of the time and place of each meeting of the Board of Directors shall be given to each Director by regular or electronic mail at least five (5) days before the meeting, addressed to him or her at his usual last known business or residence address or in person or by telephone at least twenty-four (24) hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice executed by him (or his attorney thereunto authorized) before or after the meeting is filed with the records of the meeting, or to any Directors who attend the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, by the Articles of Organization, or these By-laws.
- Section 5 TERM OF OFFICE. The elected Directors, all of whom shall be voting-eligible Members, shall serve a three (3) year term, or until their successor is elected or qualified, with at least one-third (1/3) to be elected every year. Directors shall serve no more than three (3) consecutive terms but may be re-elected after a hiatus of one (1) year. Appointed Directors may also serve three (3) year terms and may be appointed for no more than three (3) consecutive terms and can be re-appointed after a hiatus of one (1) year. Term limit calculations begin with the adoption of these amended bylaws in May of 2016.
- Section 6 COMMITTEES. The Board of Directors shall establish and define the powers and purposes of the standing committees which the Corporation shall have to carry out its work. All Members of the Corporation shall be eligible to serve on committees of an advisory nature. All committees shall be chaired by a Director but may have vice-chairs who are not Directors but must be Members. Committees to which powers of the Board of Directors have been delegated shall consist only of Directors or individuals appointed by the Board by a two-thirds (2/3) vote at the Board's regular meetings. No committee member other than a Director may exercise a power that may only be delegated to a Director, and the Directors shall not delegate those powers which by law, by the Articles of Organization or by these By-laws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or such rules, its business shall be conducted as nearly as may be in the same manner as is provided in these By-laws for the conduct of business by the Directors, including the requirements for establishing a quorum and voting. The members of any committee shall be re-appointed each year, at the pleasure of the Directors.
- Section 7 QUORUM. A quorum must be present at all meetings of the Board of Directors for the transaction of any business except adjournment. A quorum shall be one half (1/2) of the total number of Directors.
- Section 8 CONSENT BY WRITING. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors consent to the action in writing, or by electronic mail, and these consents are filed with records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 9 TELEPHONIC PARTICIPATION IN MEETINGS. Unless otherwise provided by law or the Articles of Organization, Directors or Members of any committee designated by the Board of Directors or these By-laws may participate in a meeting of such Board or committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participating by such means shall constitute “presence in person” at the meeting.

Section 10 WAIVER OF NOTICE. Whenever any written notice is required to be given by these By-laws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Director at a meeting without protest as to notice shall have the effect of waiver of notice.

## **ARTICLE VI – NOMINATIONS AND ELECTIONS**

Section 1 NOMINATING COMMITTEE. A Nominating Committee of at least three (3) Members shall be appointed by the Board of Directors no later than two (2) months prior to the annual meeting. The majority of this committee must consist of Members who are not Directors, unless a majority of voting-eligible Members at a special or general Membership meeting vote otherwise. The duties of this committee shall be:

- a. To select qualified candidates for the Board of Directors, no fewer than the number of places to be filled;
- b. To obtain the consent of those nominated;
- c. To make available to the Membership a list of its nominees with the notice of the annual meeting.

Section 2 NOMINATION PETITION. A candidate for the Board may be nominated by a petition signed by five (5) or more voting-eligible Members. If such a nomination is presented to the Clerk at least four (4) weeks prior to the annual meeting (or by such other deadline established for reasonable cause by the Board of Directors), it shall be included in the notice of the annual meeting.

Section 3 FLOOR NOMINATION. A nomination may be made by a Member from the floor at the annual meeting, provided the nominator can show the consent of the nominee, that the nominee meets Membership requirements and that there is a second for the nomination.

Section 4 ELECTION PROCEDURES. All candidates shall be voted on together by written ballot. Provided that the number of nominees matches the number of vacant seats and the terms of the vacant seats are the same, nominees may be approved by a voice vote. Each voting-eligible Member shall be entitled to a number of votes equal to the number of places to be filled. All Members with voting eligibility according to Section 1 of Article II of these By-laws at least one (1) month prior to the annual meeting shall be eligible to vote in the election held at that meeting. No more than one (1) vote per candidate may be cast by any voting-eligible Member. The candidates, up to the number of places to be filled, who receive the most votes shall assume office immediately upon completion of the elections. When terms of different lengths are to be filled, the candidates who receive the most

votes shall fill the longer terms. Ties shall be resolved by the drawing of lots. Any candidate whose election would violate these By-laws shall be passed over.

Section 5 PROXIES. Members with voting eligibility may vote by written proxy dated not more than five (5) weeks before the meeting named therein, which proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting. No Member shall hold more than one proxy for any given meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

## ARTICLE VII – OFFICERS

Section 1 ENUMERATION. The officers of the Corporation shall be President, Vice President, Treasurer, Clerk, and such other officers as the Board of Directors may from time to time appoint. They shall be elected from among the Board of Directors at a meeting of the Board of Directors within three (3) months of each annual meeting, and shall serve for one (1) year or until their successors are chosen.

Section 2 POWERS. The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- a. The President may preside at the meeting of the Membership and the Board of Directors. The President shall sign with the Clerk or any other proper officer of the Corporation any deed, mortgage, bond, contract or any other instrument that the Membership or the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The President shall be the principal spokesperson for the Corporation. The Chairpersons of committees shall be appointed by the President.
- b. The Vice President shall have such powers and perform such duties as shall be given to him or her by the President or the Board of Directors. In the absence or inability of the President to act, the Vice President shall have and possess all of the powers and discharge all of the duties of the President.
- c. The Treasurer shall oversee financial matters authorized by the Board of Directors, shall have general charge of the financial affairs of the Corporation, and shall cause to be kept accurate books of account. The Treasurer shall be responsible for the safe custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide. The accounts of the Treasurer shall be audited on a yearly basis. No promissory note or bond shall be given in the name of the Corporation unless previously authorized by the Board of Directors, and in such cases the same then be countersigned by the President. Two (2) individuals expressly designed by the Board of Directors, shall countersign disbursements over a sum of five thousand dollars (\$5,000).

- d. The Clerk shall see to it that minutes of each Board meeting are taken, kept on file in the offices of the Corporation, and be available for inspection by all Members. The minutes shall include all resolutions and motions that were not withdrawn, and records of how each item is disposed. The minutes shall be kept in such a fashion and may be distributed in such a manner as designated by the Board of Directors. The Clerk shall assure that these By-laws are available for all new Members by posting on the FCDC website. The Clerk will provide any Member who requests it with a hard copy of the By-laws. The Clerk shall be responsible for assuring the filing of any corporate papers or reports that are required to be filed by the Commonwealth of Massachusetts. Finally, the Clerk is responsible for maintaining a current list of the Members of the Corporation. If the Clerk is absent from any meeting, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at such meeting. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process.

Section 3      **ADDITIONAL OFFICES.** The Board of Directors may create additional offices and determine their duties. Such offices shall run for up to one (1) year term and may be renewed by the Board of Directors. Such offices may be abolished only when vacant or, as decided by a two-thirds (2/3) vote of the full Board, no longer needed.

## **ARTICLE VIII – RESIGNATIONS, REMOVALS AND VACANCIES**

Section 1      **RESIGNATIONS.** Any Member, Director or officer may resign at any time by delivering his resignation in writing to the President of the Board, if any, the Clerk or the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 2      **REMOVALS.** A Member may be removed with cause by the vote of a majority of the voting-eligible Members present at any meeting that fulfills the quorum requirements for an annual meeting, or by a majority of the Directors at any Board meeting at which a quorum is present. A Director may be removed by the Members of the Corporation at any meeting that fulfills the quorum requirements for the annual meeting upon written request of twenty (20) voting-eligible Members or twenty percent (20%) of the voting-eligible Membership, whichever is lower. Notice, as defined in Section 2 of Article IV, of such meeting shall include notice of consideration of the Director's removal and the reasons for such consideration. A Director may also be removed with cause by the vote of two-thirds (2/3) of the Directors then in office at a meeting of the Directors for which notice, as defined by Section 4 of Article V, was properly given. An officer may be removed for cause by the vote of a majority of the Directors then in office. No Director or officer may be removed for cause except after notice and an opportunity to be heard before the body proposing to remove him/her.

Section 3      **VACANCIES.** Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board of Directors, may be filled by the voting-eligible Members or, in the absence of Member action to fill such vacancy, by the Directors by vote of a majority of the Directors then in office. Any Director so appointed by the Board must be ratified by voting-eligible Members at the next Member meeting or be removed from the position. The Directors cannot fill a

vacancy by appointing a candidate who was nominated but failed to receive at least a majority of the requisite Membership vote to become a Director at the most recent annual meeting. The Board shall elect a successor if the office of the President, Treasurer or Clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the President, Treasurer and Clerk until his successor is chosen and qualified, or in each case until s/he sooner dies, resigns, is removed or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

## **ARTICLE IX – GENERAL**

- Section 1      **RECEIPT AND DISBURSEMENT OF FUNDS.** The Board of Directors may designate such other officer, officers, or agents of the corporation who, in addition to or instead of the President or Treasurer, shall be authorized to receive and receipt for all moneys due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks as the Board of Directors may from time to time designate or with such other corporations, firms, or individuals as the Board of Directors may from time to time designate.
- Section 2      **EXECUTION OF DOCUMENTS.** Except as otherwise provided by law, the Board of Directors or these By-laws, the President or Treasurer shall sign for the Corporation all deeds, agreements and other formal instruments.
- Section 3      **CONFLICT OF INTEREST.** The Directors and officers of the Corporation owe a fiduciary and mission-directed duty to the Corporation to act in good faith and in a manner that they reasonably believe to be in the Corporation’s best interests. This duty of loyalty requires the Corporation’s Directors and officers to exercise independent judgment on behalf of the Corporation, placing the Corporation’s best interests ahead of personal interests. In furtherance of this fiduciary and mission-directed responsibility, the Corporation shall have and comply with a Conflict of Interest Policy. Such policy shall require Directors, officers, and key employees to disclose any personal financial interest in a transaction being considered by the Corporation. Unless the Board of Directors determines that such personal financial interest is immaterial, such Director, officer, or key employee shall recuse himself or herself from voting, though not from discussion, on the matter and shall not be counted for purposes of a quorum (where applicable). Until such a policy is formally adopted by the Directors this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the Corporation. The Corporation’s Conflict of Interest Policy may, for purposes of consideration by Directors of matters with respect to which a potential conflict of interest is present, vary the quorum and voting requirements specified in these By-laws.

## **ARTICLE X – GEOGRAPHIC CONSTRAINTS**

- Section 1      Although the Fenway, as defined in these by-laws, is the primary service area of the organization, the Fenway CDC may undertake its purpose to relieve blight and deterioration of residential



neighborhoods, to stimulate the development of model housing in areas of residential displacement, and to provide decent housing that is affordable to low- and moderate-income people, in any location within the Commonwealth of Massachusetts.

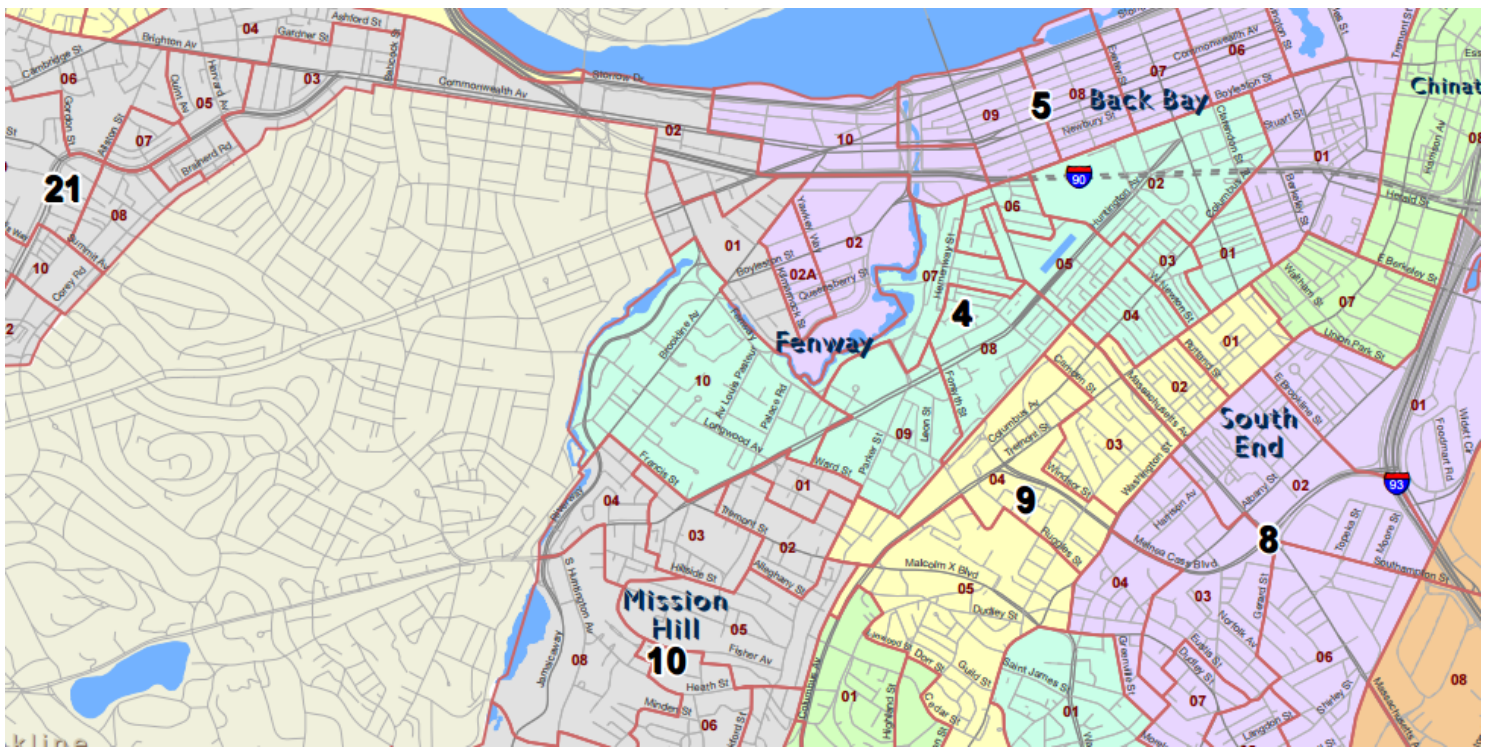
## **ARTICLE XI – AMENDMENTS**

Section 1      AMENDMENTS. Any of these By-laws may be amended, repealed or changed at any annual or special meeting of the Members of the Corporation by a majority vote (except those By-laws regarding purpose and location, where a vote of two-thirds (2/3) is necessary) of the Voting-Eligible Members of the Corporation present, provided that a notice of repeal, or change of the By-laws or Articles of Organization is distributed to Members pursuant to Section 2 of Article IV and published in a newspaper with wide circulation in the Fenway at least two (2) weeks in advance of the meeting.

## APPENDIX A

### AREA SERVED

The area below, defined as the Fenway, served by the Fenway Community Development Corporation shall include the following political sub-divisions in the City of Boston as they existed in July of 2013 (see map below): Ward 4, precincts 5, 6, 7, 8, 9, and 10; Ward 5, precinct 10, 2, and 2A; and Ward 21, precinct 1.



## **APPENDIX B**

### **HISTORIC NOTE**

By-laws were adopted in 1978 when the Fenway Community Development Corporation (FCDC) was reorganized after several years of dormancy. On April 4, 1979 and June 25, 1979 extensive revisions were made to meet the requirements of the Massachusetts Community Development Finance Corporation. Thereafter, the following changes were made on June 29, 1982 to facilitate the merger of the FCDC with the West Fens Development Corporation: Article 1, Sec. 3 was added; the second and third sentences of Article IV, Sec. 3 were added; Article IV, Sec. 7 was added; the number of elected directors was changed from fifteen to eighteen in Article V, Sec. 1 and the second sentence was added to that section; Article V, Sec. 6 regarding the quorum of directors was changed; the fifth sentence of Article V, Sec. 9 was added Article V, Sec. 11 was added; Article VI, Sec. 5 Was changed to eliminated cumulative voting; the fifth and sixth sentences of Article VI, Sec. 5 were added; and the fifth sentence of Article VII, Sec. 2 was added; and in the seventh sentence of Article VI Sec. 4 new “members was changed to new directors” new members.” On June 20 1984 the second paragraph of article V, section 10 was added. On November 14, 1984 Appendix A was changed to make the territorial boundaries of the Corporation conform to existing ward and precinct lines.

On August 9, 2010 changes were made to fulfill requirements of HUD to allow the FCDC to maintain its status as a Community Housing Development Organization. Those changes are found in Article I, Section 3, where the organization’s affordable housing purpose was spelled out more clearly and in Article V, where Sections 1.2-1.4 were added.

On March 28, 2016, the By-laws were amended to ensure compliance with relevant statutes and requirements for Massachusetts Community Development Corporations. Changes were also made to modernize and update the structure of the By-laws.