

**BYLAWS of
THE BLACKSTONE/FRANKLIN SQUARE
NEIGHBORHOOD ASSOCIATION, INC.**

(Adopted April 12, 1982. Amended November 3, 1987, February 8, 1994 and May 19, 2020)

ARTICLE I • NAME

The name of this organization shall be The Blackstone/Franklin Square Neighborhood Association, Inc. (the “Association”).

ARTICLE II • DISTRICT

The Association shall have as its principal concern that portion of the South End, Boston, MA that is the geographical area surrounded by a line starting beginning at the intersection of Worcester Street and Newland Street, thence along Newland Street to San Juan Street; along San Juan Street to Shawmut Avenue; along Shawmut Avenue to West Dedham Street; along West Dedham Street to Monsignor Reynolds Way and Malden Street to Albany Street; along Albany Street to East Canton Street; along East Canton Street to Harrison Avenue; along Harrison Avenue to East Concord Street; along East Concord Street to Washington Street; along Washington Street to Worcester Street; along Worcester Street returning to the starting point (the “District”).

ARTICLE III • PURPOSE and MISSION

Section I: The purpose and mission of the Association shall be to provide a forum for persons who seek to benefit the District, the South End neighborhood and the City of Boston by:

- 1) Working to preserve and enhance the social, cultural, economic and physical conditions of the District and neighborhood, with particular concern for the District and neighborhood’s vibrancy, diversity and historical character;
- 2) Developing, improving and supporting the public use and enjoyment of Blackstone and Franklin Squares and their maintenance;
- 3) Representing residents of the District and acting as their voice in dealing with governmental authorities and other organizations and persons;
- 4) Working with other groups and neighborhood organizations for the benefit of the community as a whole.

Section 2: The Association shall endeavor to keep residents and stakeholders of the District and neighborhood informed of relevant political issues, consistent with the purposes as stated above, and may articulate views or adopt positions regarding particular governmental review and approval processes and public policy discussions or disputes, but shall not endorse any political candidate or take a partisan political position.

ARTICLE IV • MEMBERSHIP

Section 1: Membership in the Association shall be open to any person who meets at least one of the following criteria:

- 1) Resides, operates a business, works or owns property within the District described in Article II; or
- 2) Resides on either side of any block that constitutes a boundary of the District; or
- 3) Resides in the buildings known as 601 Albany Street or 700 Harrison Avenue, or either side of the block of East Brookline Street between Harrison Avenue and Albany Street; or
- 4) Has been designated as a member by a vote of the Executive Board (as defined in Article V) on the basis that he/she has a demonstrated interest and commitment to the mission and activities of the Association, though not meeting any of the above three criteria.

Eligible persons shall become members by submitting a membership form or attending general meeting of members and expressing a desire to be a member. Membership shall remain effective for so long as each individual remains eligible according to these bylaws unless the member's name is withdrawn by written request of that individual.

Section 2: All members, as specified in Section 1 of this article, shall be eligible to attend meetings, voice opinions, vote in meetings, serve on committees and hold office in the Association, provided, however, that eligibility to vote shall be contingent on having attended at least one previous general meeting of members in the preceding eighteen months and not being a voting member of any other South End neighborhood association, and only voting members shall be eligible to hold office.

ARTICLE V • OFFICERS, DIRECTORS and EXECUTIVE BOARD

Section 1: The officers of the Association shall consist of a President, a Vice President, a Secretary/Clerk and a Treasurer, to be chosen from among the voting members of the Association. A person may serve as both Vice President and Secretary/Clerk or Treasurer.

Section 2: There shall be between two and seven Directors of the Association, to be chosen from among the voting members of the Association, and who shall not be the same persons as those who are Officers of the Association, except if there are insufficient persons interested and qualified to serve.

Section 3: The Executive Board (the "Board") of the Association shall consist of the Officers and Directors.

ARTICLE VI • DUTIES of THE EXECUTIVE BOARD

Section 1: The Executive Board shall have the management and control of the Association in all its property and affairs; shall control the expenses of the Association; may establish committees with authority to act in areas of concern to the Association; and generally shall act for the Association in all matters subject to the provisions of these bylaws.

Section 2: Decisions of the Executive Board shall be by a majority vote of Executive Board members present and voting.

Section 3: Any Executive Board member who fails to attend three consecutive meetings may be dropped from the Board at the discretion of the Board.

ARTICLE VII • DUTIES of THE OFFICERS

Section 1. The President shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Association and of the Board. He/she shall present to the Board at its first regular meeting after the Annual meeting of the Association his/her recommendations as to the members of the Nominating Committee, the chairmen of all committees and any necessary delegates, after consulting the respective people to be recommended by him/her. He/she shall make an annual report to the Association at the Association's Annual Meeting.

Section 2: The Secretary/Clerk shall send out notices of all meetings, and shall keep records of the Association and of the Board.

Section 3: The Treasurer shall collect all monies due to the Association and pay all bills against the Association when approved by the Board. He/she shall keep a full account of the receipts and expenditures in a book belonging to the Association, which shall always be open to inspection by the Board or by any Association member, if he/she should request. At the Annual Meeting, the Treasurer shall make a written report of all income and disbursement for the year preceding. The Treasurer shall be responsible for having the books audited every third year.

ARTICLE VIII • TERMS and VACANCIES

Section 1: The term of office for all Officers and Directors is one year, concurrent with the Association's fiscal year.

Section 2: If a Board office becomes vacant, the Board shall recommend a successor to hold office for the balance of the unexpired term and the Association shall vote.

ARTICLE IX • MEETINGS of THE ASSOCIATION

Section 1: The Association shall hold general meetings of members on the third Tuesday of January, March, May, September and November. These meetings shall be held in a public place, with not less than seven days' notice to membership as to date, time, place and agenda. Additional general meetings may be scheduled and held at the discretion of the Board or upon a vote by members, and the Board may act to

postpone or cancel a general meeting in the event of a conflict of schedules or lack of sufficient business. All persons, including members and non-members, shall be eligible to attend a general meeting, and offer comment or question about any matter on the agenda.

Section 2: The Association shall hold an Annual Meeting, for the election of Officers and Representatives and for receiving reports, which meeting shall be held not later than June 1. The Annual Meeting may be convened as part of the May general meeting.

Section 3: The Board must call a special meeting on petition of any fifteen Association members, time and place to be specified in the notice. Every call for a special meeting shall state the object for which the meeting is to be held, and no business unrelated to that subject shall be in order. Vote shall be a simple majority.

ARTICLE X • COMMITTEES

Section 1: The President shall recommend a Nominating Committee of four members to be appointed by the Board. No more than two members of the committee may be on the Board. This committee shall bring in nominations for the Officers and Representatives in accordance with the provisions of these bylaws, and shall supervise the elections and count the ballots. The committee shall endeavor to represent the diversity of interests of the neighborhood in its choice of candidates.

Section 2: The Board shall have the power to create such other committees as appropriate, and to appoint committee chairpersons from among the members of the Association.

ARTICLE XI • NOMINATIONS and ELECTIONS of THE BOARD

Section 1: Election of Officers and Directors shall be by majority vote of the members voting. In case of a lack of a majority, there shall be a run-off election between the two leading candidates.

Section 2: The Nominating Committee shall provide slates of candidates for Officers and Directors. The slates shall be published and distributed to all members of the Association at least thirty days before the Annual Meeting, and shall be accompanied by a letter indicating the names of the members of the Nominating Committee and explaining the procedure for making additional nominations.

Section 4: Additional nominations may be made by presentation to the Nominating Committee at least seven days before the Annual Meeting, or at the Annual Meeting itself. No person's name shall appear in more than one place on the ballot.

Section 5: The Nominating Committee shall contact all candidates before the election to make sure they are willing to serve.

ARTICLE XII • FISCAL YEAR

The Association's fiscal year shall be from June 1 to May 31.

ARTICLE XIII • PARLIAMENTARY PROCEDURE

Section 1: Robert's Rules of Order, Revised Edition shall be followed by the Association in all cases involving parliamentary procedure when it does not conflict with the bylaws of the Association.

Section 2: The rules of parliamentary procedure may be suspended by a two-thirds (2/3) vote of the members present at any given meeting.

ARTICLE XIV • AMENDMENTS

These bylaws may be amended, adopted or rescinded at any meeting of the Association by a two-thirds vote of the members present and voting, provided that the proposed change has been discussed at a previous Association meeting and has been listed on the agenda for the meeting.

ARTICLE XV • IMPLEMENTATION

These bylaws shall become effective immediately upon their approval. Elections may take place immediately thereafter, provided that two-thirds of the members present agree that the nominating and election procedures of these bylaws have been followed as closely as possible.