

AMENDED AND RESTATED BY-LAWS OF THE
JONES HILL ASSOCIATION

ARTICLE I
The Association

Section 1: Name

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

Section 2: Unincorporated Association

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

Section 3: Location

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.

Section 4: Principal Office

The principal office of JHA shall be at the address approved by the President from time to time which address the Recording Secretary shall note on the records of JHA.

Section 5: Purpose

The JHA is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, and the regulations thereunder, as amended from time to time (the “Internal Revenue Code”), or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II
Membership

Section 1: Membership Categories

Membership classification will be as follows:

(a) ***Resident Membership and Dues.*** Resident membership in JHA is open to any person interested in the goals and aims of JHA who resides in the Jones Hill neighborhood as defined herein (“Resident Members”). For residents on boundary streets, JHA will accept member residents from both sides of the boundary streets. Membership dues are a minimum of five dollars (\$5) per year (with exception for financial hardship as approved by the Board of Directors), though Members are encouraged to contribute amounts in addition to their dues as their budget permits in order to support the efforts of JHA.

(b) ***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 by JHA. A Merchant Membership is a non-voting membership.

(c) **Associate Membership.** Associate membership in JHA shall be open to such groups and on such terms as determined by the Board of Directors from time to time (such members, “Associate Members” and, together with the Voting Members and the Merchant Members, the “Members”). An Associate Membership is a non-voting membership.

Section 2: New Members

Membership in JHA will be granted upon completion of receipt of the required membership dues and such application procedures as the Board of Directors determines from time to time with respect to each class of membership.

Section 3: Duration of Membership; Termination; Changes in Classification

The term of membership in JHA will be established by JHA’s Board of Directors and will be automatically renewable upon timely payment of applicable membership dues. Membership in JHA will be terminated if a Member if any of the following occur: (a) the Member does not pay his JHA membership dues, in full, by 30 days after the established due date (unless the Board of Directors waives such Member’s requirement to pay due to financial hardship), (b) the death of the Member, (c) the submission of an acceptable form of written notice of membership resignation to a member of the Board of Directors or (d) with cause by a two-thirds vote of the Board of Directors and reported to the membership. In lieu of terminating membership, upon the occurrence of (a) or (d) above, the Board of Directors may opt to change a Voting Member or Merchant Member’s membership classification to Associate Member, with immediate effect.

Section 4: Membership Dues

Members of all membership classes must pay the dues applicable to their respective class in accordance with a schedule approved by the Board of Directors. Membership in JHA carries a definite obligation to pay membership dues, unless waived by the Board of Directors due to financial hardship, and dues are not refundable for any reason.

Section 5: Voting Eligibility

Any Member who:

- Is a Resident Member and has been a Resident Member for at least the 27 days immediately prior to the meeting at which voting is to occur;
- As of the date of the meeting at which voting is to occur, is up-to-date on dues payments (in accordance with the schedule set by the Board of Directors pursuant to Article II, Section 4 above);
- Has attended at least one membership meeting of JHA within the last six (6) months or is present at the meeting where the voting is to occur; and
- Is at least 18 years of age

is considered a “Voting Member.” Merchant Members and Associate 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 (as defined in Article III, Section 2 below) 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: Voting Matters

Voting Members shall be entitled to vote on (a) the election of Officers, (b) the termination of Officers, (c) amendments to these amended and restated by-laws (these “By-Laws”), (d) the dissolution of JHA (as provided in Article IX, Section 3) and (e) such other neighborhood issues presented to a vote of the Voting Matters either by the Board of Directors prior to a meeting of the Voting Members or by the President of JHA during a meeting of the Voting Members ((a) through (e), collectively, the “Voting Matters”).

Section 3: Elections

- Officers (who also act as the Board of Directors, as indicated in Article V, Section 1) must be elected annually by Voting Members, whose vote must be by secret ballot if requested by any individual Voting Member.
- Such 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 (as defined below).
- Any Voting Member wishing to run for office must submit his or her name to the Recording Secretary at least three (3) days prior to the membership meeting during which the election is scheduled to occur.
- Nominations at the membership meeting of the election will be accepted for any position in which, as of such membership meeting, there are not enough candidates nominated in accordance with the immediately preceding bullet to fill all of the positions as established by these By-Laws.
- Only Voting Members who are present, in person or remotely, at the relevant membership meeting are eligible to vote in elections.
- The number of Voting Members present, in person or remotely, 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 each membership meeting during which an election for an officer position will be held.
- If there are more than two candidates for one officer position, a plurality will determine the winner.
- The Recording 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 Corresponding Secretary, a Recording Secretary, a Treasurer, a Technology Steward, and three (3) Member-at-Large positions, 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 membership meetings. The President shall communicate the agenda to the membership for the membership 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 spokesperson 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. Corresponding Secretary: The Corresponding Secretary shall be responsible for generating and distributing any correspondence including email, letters, statements, applications, and other such written documents as directed by the Board of Directors.
4. Recording Secretary: The Recording Secretary shall keep all records and minutes of all meetings. The Recording Secretary shall post such minutes and records in an approved location in support of the mission 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 Recording Secretary shall distribute the previous month's meeting minutes to the Voting Members in advance of the next monthly membership meeting.
5. Treasurer: The Treasurer shall be the chief financial officer and the chief accounting officer. The Treasurer shall, subject to oversight by the other Officers and the Board of Directors, maintain general supervision over the financial affairs of JHA, including progress towards financial goals, and shall cause to be kept accurate books of account, which shall be the property of JHA. 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 the Recording Secretary to be incorporated into the meeting minutes.

5. Technology Steward: The Technology Steward shall manage and maintain infrastructure and applications that support the technology of the JHA, including, and not limited to, the JHA website, official JHA social media accounts, email accounts. They shall provide support to Members in the use of the JHA association technology tools. The development of JHA technology will be under the direction of the Board of Directors.
6. Member-at-Large: Each Member-at-Large has ad hoc duties to support the mission of JHA. Representing the interests of the Jones Hill community, each Member-at-Large shall attend all Board of Director and JHA membership meetings.

In addition to the enumerated duties, each Officer shall have such powers and duties as are customarily incident to one's 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) days' notice of this special election shall be provided to all members. In case of a vacancy in the Presidency, the Vice President shall assume the position of President until the next Annual Meeting.

ARTICLE V Board of Directors

Section 1: Members

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

Section 2: Duties

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

The Board of Directors shall be responsible for JHA strategic planning.

Section 3: Meetings

Board of Director meetings are held at the discretion of the President. Board of Director meetings are open to all JHA Members, but only Board of Director members are eligible to vote.

A majority of the members of the Board of Directors will constitute a quorum. Each Director has one vote. The act of a majority of the voting members of the Board of Directors present, in person or remotely (in such manner approved by the Board of Directors where all attending Directors can hear each other at the same time), at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by applicable law or by these By-Laws. If a vote results in a tie, the President shall cast the tie breaking 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 and will report this to the Voting 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

Section 1: Membership Meetings

Regular membership meetings shall be held on a date and at a time and at a place as determined by the Board of Directors. 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 (the "Annual Meeting").

Section 3: Special Meetings

Special meetings may be called by the President or upon written request submitted to the President and 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 by the Board of Directors 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 items 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 may take place at multiple times of the year, either as needed or on a regular basis (e.g. quarterly). The vote can be called no earlier than one-month after the proposed amendment is submitted. All proposed amendments must be communicated by the Board of Directors to all Voting Members at least 27 days prior to the membership meeting at which such a vote is scheduled to occur.

At least a majority of the Voting Members (a "Quorum") must be present, either in person or remotely as permitted by this Section, to conduct a vote on any proposed amendment. 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 as Voting Members can hear each other at the same time. Alternatively, Voting Members can be queried by any Officer for their vote via electronic communications, provided that it can be verified that one Voting Member is guaranteed one and only one vote and at least a Quorum of Voting Members respond to such query. The amendment must have at least two-thirds of the affirmative vote of those Voting Members present, in person or remotely, and surveyed to be adopted in accordance with this Section.

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 under Section 501(c)(3) of the Internal Revenue 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 they 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 **and, provided further, that such transaction shall be approved in accordance with JHA's Conflict of Interest Policy.**

Section 3: Dissolution

The duration of JHA shall be perpetual, except that it may be dissolved by the affirmative vote of two-thirds of the Board of Directors and two-thirds of the Voting Members of JHA. 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 **Internal Revenue** 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: Tax Exemption

No part of the assets or net earnings of JHA shall inure to the benefit of, or be distributable to its Members, Directors, Officers, or other private persons, except that JHA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I, Section 5 above. No substantial part of the activities of JHA shall be the carrying on of propaganda, or otherwise attempting to influence legislation. JHA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign, and JHA shall refrain from endorsement of or opposition of any political party or any candidate for elective office. Notwithstanding any other provisions of these By-Laws, JHA shall not carry on any other activities not permitted to be carried on (a) by an unincorporated association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an unincorporated association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 6: Private Foundation Restrictions

If and for so long as JHA is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), and notwithstanding any other provisions of these By-Laws, the following provisions shall apply:

(a) The income of JHA for each taxable year shall be distributed at such time and in such manner as not to subject JHA to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; and

(b) JHA shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), nor retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject JHA to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

Section 7: Amendment and Restatement

These By-Laws amend and restate the original By-Laws of JHA, as filed with the Public Charities Division of the Massachusetts Office of the Attorney General in 2018 (the “Original By-Laws”) in their entirety, effective as of the date of their adoption by the Voting Members in accordance with the Original By-Laws.

Section 8: Governing Law

All questions with respect to the construction of these By-Laws shall be determined in accordance with the applicable provisions of the laws of the Commonwealth of Massachusetts.

Section 9: Severability

All provisions of these By-Laws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the By-Laws will remain in full effect.

Section 10: Nondiscrimination

The Members, Officers, Directors, employees, contractors, and persons served by JHA will be selected on a nondiscriminatory basis with respect to race, color, sex, sexual orientation, gender identity or expression, body size, age, religion, ancestry, national or ethnic origin, immigration status, employment status, marital status, pregnancy status, ability or disability, genetic information, veteran status, socioeconomic status, and political affiliation.

Section 11: Notices

Unless specified otherwise, all notices required by these By-Laws to be in writing may be provided via mail, email, courier, or personal delivery.

Section 15.2: Headings

The headings of these By-Laws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these By-Laws.

END OF BY-LAWS

I, _____, hereby certify that the amended and restated By-Laws set forth above were duly adopted by the voting members of Jones Hill Association, an unincorporated association, at a meeting of the voting membership held on _____.

_____, Clerk

Date _____