

**Fenway Community Development Corporation**

**BY-LAWS**

(Revised 2024)

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## **I. CORPORATION**

1.1 NAME. The name of the corporation shall be the Fenway Community Development Corporation (the “Corporation” or “Fenway CDC”).

1.2 PRINCIPAL PLACE OF BUSINESS. The principal place of business of the Corporation shall be 70 Burbank Street, Boston, Massachusetts.

1.3 PURPOSES. The purposes of the Corporation shall be 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, organizations 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 region of Boston, Massachusetts (the “Fenway”).

1.4 CORPORATE SEAL. The board of directors of the Corporation (the “Board of Directors” or “Board”) may adopt and alter the seal of the Corporation.

1.5 FISCAL YEAR. The fiscal year of the Corporation shall end on December 31 in each year.

## **II. MEMBERS**

2.1 NUMBER. Membership shall be fixed at a maximum of 5,000 members (“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.

2.2 ELIGIBILITY. Membership in the Corporation shall be open to any resident of the area served by the Corporation (see Appendix A) (hereinafter “Service Area”) or who resides in any Fenway CDC-owned or controlled building, whether within or outside of the Service Area, without regard to age, race, sex, national origin, religion, marital status, sexual orientation or physical disability; provided that not more than fifteen (15) percent of the membership shall be comprised of persons who do not reside in the Service Area. [Articles of Organization] Voting rights shall be limited to those Members meeting the above criteria who are also 18 years or older, have been residents in the Service Area for at least twelve (12) consecutive months, and support the mission of Fenway CDC. Questions of eligibility for Membership and voting rights shall be determined by the clerk of the Corporation (the “Clerk”), except as otherwise provided for herein, and the Clerk shall ensure that the FCDC maintains a list of persons who are Members of the Corporation.

2.3 PERMISSIVE MEMBERSHIP. The Board of Directors, by a two-thirds (2/3) vote, may approve Membership for individuals not residing in the Service Area or in a Fenway CDC-owned building (See Eligibility). Permitted Members of this class may attend Member meetings and serve on committees but shall have no right to notice of or the right to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

2.4 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 a two-thirds (2/3) vote of those voting-eligible Members present at the next annual or special meeting.

### III.

#### MEMBERSHIP MEETINGS

3.1 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; provided, however, that the Board of Directors may waive this provision by a two-thirds (2/3) vote of the Directors present at a regular or special meeting of the Board of Directors.

3.2 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.

3.3 QUORUM AND VOTING. At all Membership meetings, a quorum shall be no less than thirty (30) voting-eligible Members. 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 three (3) months. Questions of voting eligibility shall be decided by the Clerk.

3.4 SPECIAL MEETINGS. Special meetings of the Membership may be called by the President, the Board of Directors, or a petition of ten (10) voting-eligible Members and shall thereupon be called by the Clerk, unless the Clerk is unable to call the meeting by reason of death,

absence or incapacity, in which case a member of the Executive Committee may call the meeting. All Members must be given at least seventy-two (72) hours' notice of a special meeting by the means specified in Section 3.2. Only matters referred to in the notice of announcement of the special meeting may be considered and acted upon.

#### IV. BOARD OF DIRECTORS

4.1 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. Any initiative, actions, or positions that are in excess of the approved budget must be approved by the Board. The Board of Directors shall hire and may remove the Executive Director and shall fix her/his/their compensation and terms of employment.

4.2 NUMBER AND COMPOSITION. The Corporation shall be governed by the Board of Directors with a minimum of nine (9) and no more than sixteen (16) Directors elected by the voting-eligible Members. Elected Directors must live within the Service Area, or in Fenway CDC-owned or controlled properties, and be Voting Eligible members. Elected Directors may appoint up to three (3) additional Directors ("Appointed Directors") by a vote of not less than two-thirds ( $\frac{2}{3}$ ) of the elected Directors present at any regular meeting of the Board at which a quorum is present. The composition of the Board shall also be governed by the following criteria:

- (a) At least twenty percent (20%) of the Directors shall reside on the East side of the Muddy River in the Fenway and at least twenty percent (20%) of the Directors shall reside on the West side of the Muddy River in the Fenway;
- (b) At least one-third ( $\frac{1}{3}$ ) of the Board must be low-income persons living in the Service Area;
- (c) At least twenty percent (20%) of the Board must be residents of Fenway CDC controlled or owned properties and live in the Service Area;
- (d) Not more than fifteen (15) percent of the Board may live in Fenway CDC controlled or owned properties outside of the Service Area;
- (e) 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.

These criteria may overlap. Once fulfilled, the balance of Directors is unrestricted except as provided in these By-Laws. If the foregoing criteria cannot be met due to resignation, removal or lack of eligible candidates, the Board of Directors shall work to fill such positions to meet the criteria as soon as practicable.

4.3 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 ( $\frac{1}{3}$ ) of the meetings of the Board of Directors shall be held on each side of the Muddy River in the Fenway unless this requirement is waived by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors or are held as virtual or telephonic meetings as provided in Section 4.11 of these By-Laws.

4.4 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/her/them at his/her/their 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/her/them (or their 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/her/them. 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.

4.5 PROXIES. Each Director may authorize another Director to act as their proxy (a "Proxy-holder") to vote at a meeting they cannot attend, provided that (i) the Director gives prior written notification to the President and Clerk of the Proxy-holder's identity and the meeting date; (ii) the proxy is valid only for that meeting; (iii) the Proxy-holder has prior knowledge of and familiarity with the issue(s) to be voted on, and (iv) no Director may hold more than one Proxy.

4.6 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 a goal of one-third ( $\frac{1}{3}$ ) 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 serve a one-year term, must be re-appointed annually and may be appointed for no more than nine (9) consecutive terms, but may then be re-appointed after a hiatus of one (1) year.

4.7 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. All committees shall be chaired by a Director but may have vice-chairs who are not Directors but must be Members. 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. Any member of any committee may be removed by the Committee Chair. Such removal will be reported to the Board of Directors. Committee Chairs will share committee membership lists regularly with the Board of Directors.

4.8 EXECUTIVE COMMITTEE. There shall be an Executive Committee ("EC"), which shall be composed of the Corporation's Officers (President, Vice-President, Treasurer, Clerk) and the chair of the Governance Committee. No more than two (2) Appointed Directors may serve on the Executive Committee simultaneously. The chairs of other Committees may be added to the EC from time to time by vote of the EC. The role of the EC is to set the Board's meeting agendas, make recommendations to the full Board re policies and/or emergency actions, to

advise the Executive Director of the Corporation, and to assist the President of the Board in supervision of the Executive Director. The EC may call a full Board meeting at any time subject to the notice requirements defined in Section 4.4 hereof. Any Director or Member may at any time propose a policy for discussion by the Board and the EC will schedule that discussion in accordance with the notice requirements defined in Section 4.4 hereof. The EC may not make decisions on behalf of the Corporation or the Board without a full Board vote. In the event of any matter that requires immediate action and does not admit of delay, the EC may call a Board meeting with 24 hours notice as provided in Section 4.4, hereof, or pursuant to Section 4.10. [see “Consent by Writing”]

4.9 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 a majority of the total number of Directors.

4.10 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.

4.11 VIRTUAL OR TELEPHONIC PARTICIPATION IN MEETINGS. Unless otherwise provided by law or the Articles of Organization, the Directors or the 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, virtual conferencing platform, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and, by participating by such means, shall constitute being present in person or attending the meeting.

4.12 WAIVER OF NOTICE. Whenever any written notice is required to be given by these By-Laws, an oral 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.

4.13 INDEMNIFICATION. The Corporation shall indemnify all Directors and officers of the Corporation in the event of any lawsuit related to their duties or participation as Directors or officers of the Corporation ; provided, that the Director or officer was acting within the scope of his/her/their authority and without malfeasance or willful misconduct. The Corporation shall maintain insurance that includes Director and officer indemnification coverage as provided in the Corporation’s Articles of Organization.

## V. NOMINATIONS AND ELECTIONS

5.1 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 in an amount equal to number of positions to be filled;
- (b) To obtain the consent of those nominated; and
- (c) To make available to the Membership a list of its nominees with the notice of the annual meeting.

5.2 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), the Clerk shall forward such nomination(s) to the Nominating Committee and the Nominating Committee shall take such nomination(s) into consideration when selecting qualified candidates for the Board of Directors.

5.3 ELECTION PROCEDURES. All nominees for the Board of Directors shall be voted on together by written ballot. In the event the number of nominees matches the number of vacant seats, nominees may be approved by a voice vote of the Membership. Each voting-eligible Member shall be entitled to a number of votes equal to the number of seats to be filled and no more than one (1) vote per candidate may be cast by any voting-eligible Member. In keeping with the goal set out in Section 4.6 [Term of Office], Directors elected pursuant to this section may have staggered terms of office established so that one-third (1/3) of Directors are up for election each year.

a) At subsequent Annual Meetings, elections for new three-year terms shall be held for the seats of Directors whose terms are then expiring.

b) The Clerk of the Corporation shall maintain a record of each Director's term and notify the Board of Directors prior to each Annual Meeting which term of a Director(s) is scheduled to expire.

5.4 MEMBER PROXIES. Members with voting eligibility may vote by written proxy; provided, that (i) the proxy was given by a Member with voting eligibility; (ii) the proxy identifies the meeting to which the proxy relates; (iii) the proxy is dated at least one (1) week before the meeting identified therein, and (iv) notification of the proxy is given to the Clerk and President. No Member shall hold more than one proxy for any given meeting. Such proxies shall entitle the holders thereof to vote at any membership meeting but the proxy shall terminate after the final adjournment of such meeting.

## **VI. OFFICERS**

6.1 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.



6.2 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 Treasurer, 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 President shall principally supervise the Executive Director and shall appoint the Chairpersons of Committees, subject to Board ratification.

(b) The Vice President shall have such powers and perform such duties as shall be given to him/her/them 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 must then be countersigned by the President. Two (2) individuals expressly designated by the Board of Directors, shall countersign disbursements over a sum of five thousand dollars (\$5,000).

(d) The Clerk shall ensure 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 ensure that these By-Laws are available for all Members by posting them on the Corporation website. The Clerk will provide any Member who requests it with a hard copy of the By-Laws. The Clerk is responsible for ensuring that a current list of the Members of the Corporation is maintained. The Clerk shall be responsible for ensuring the filing of any corporate papers or reports that are required to be filed by the Commonwealth of Massachusetts. If the Clerk is absent from any meeting or is unavailable to sign a time-sensitive document, a temporary Clerk chosen at the meeting, or, in the case of an emergency signing, by the Board President, shall exercise the duties of the Clerk at such meeting or as to such signing. The temporary Clerk's term will end immediately upon fulfilling the duty for which they were appointed. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process.

6.3 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 ( $\frac{2}{3}$ ) vote of the full Board, no longer needed.

## VII. RESIGNATIONS, REMOVALS AND VACANCIES

7.1 RESIGNATIONS. Any Member, Director or officer may resign at any time by delivering his/her/their resignation in writing to the President of the Board, and/or the Clerk of the Corporation. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

7.2 REMOVALS. A Member may be removed by the vote of a majority of the voting-eligible Members present at any meeting that fulfills the quorum requirements for an annual meeting and the notice requirements in Section 5.4 hereof, or by two-thirds ( $\frac{2}{3}$ ) vote of the Directors at any Board meeting at which a quorum is present and after notice has been given as required in Section 4.4 hereof.

A Director may be removed by the Members of the Corporation at any meeting that fulfills the quorum requirements for the annual meeting and the notice requirements in Section 3.2 hereof, and upon written request of twenty (20) voting-eligible Members. Notice, as defined in Section 3.2 hereof, 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 by a vote of two-thirds ( $\frac{2}{3}$ ) of the Directors then in office at a meeting of the Directors for which notice, as defined by Section 4.4 hereof, was properly given. An officer may be removed by the vote of two-thirds ( $\frac{2}{3}$ ) of the Directors then in office. No Director or officer may be removed except after notice and an opportunity to be heard before the body calling for removal.

7.3 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 half ( $\frac{1}{2}$ ) of the requisite Membership votes to become a Director at the most recent annual meeting. The Board shall elect a successor if the office of the President, Vice-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, Vice-President, Treasurer and Clerk, until his/her/their successor is chosen and qualified, or, in each case, until she or 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, unless that number falls below the minimum of nine (9) Directors.

## **VIII. GENERAL**

8.1 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 whatsoever, 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. The President or Treasurer also may sign to disburse monies or payments that have been approved by the Board of Directors.

8.2 EXECUTION OF DOCUMENTS. Except as otherwise provided by law, the Board of Directors or these By-laws, the President, Treasurer and/or Clerk shall sign for the Corporation all deeds, agreements and other formal instruments. Such documents may be executed through handwritten or electronic signatures in accordance with Massachusetts and federal law governing the use of electronic signatures. Electronic signatures will have the same validity, meaning and legally binding effect as a handwritten signature.

8.3 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 and place 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 as set forth below. Directors, officers, and key employees shall disclose any personal financial interest in a transaction or matter being considered by the Corporation. Unless the Board of Directors determines that such personal financial interest is material, such Director, officer, or key employee may join in discussion and may vote thereon. If the Board determines that the conflict is material, the Director shall refrain from voting on, though not from discussing, the matter and shall not be counted for purposes of a quorum (where applicable). To the extent these By-Laws require a percentage of residents of Corporation-owned or controlled buildings to serve on the Board, residency in a Fenway CDC-owned building shall not in itself be considered a conflict of interest. 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.

## **IX. GEOGRAPHIC CONSTRAINTS**

EXCEPTIONS TO GEOGRAPHIC CONSTRAINTS. 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 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.

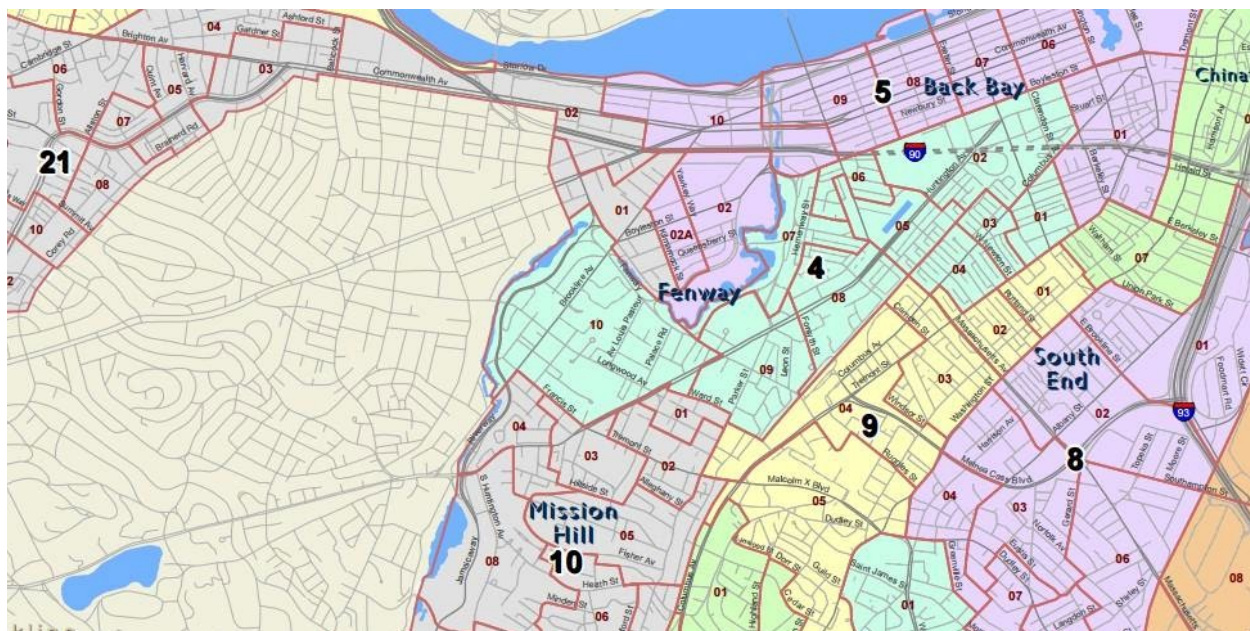
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**AMENDMENTS**

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 ( $\frac{2}{3}$ ) 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 3.2 hereof and published in a newspaper with wide circulation in the Fenway at least two (2) weeks in advance of the meeting.

## APPENDIX A

### SERVICE AREA

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 2023: **GOVERNANCE COMMITTEE—PLEASE PUT IN NEW MAP WITH NEW WARDS/PRECINCTS.**



(NB: The Governance Committee will be responsible for sourcing and reviewing a new map of the existing Service Area, that reflects the renamed Wards and Precincts of the existing Service Area and will check these boundaries with staff and other board members.)

