

**BY-LAWS OF THE NORTH END/WATERFRONT  
RESIDENTS' ASSOCIATION, INC.**

**Article I - Purpose**

The North End/Waterfront Residents' Association, Inc., is a non-profit corporation organized for the purpose of enhancing, maintaining and promoting the living conditions within the North End/ Waterfront and promoting a neighborhood attitude of mutual respect and lawful regard for the rights of each other to the foregoing ends.

**Article II - North End/Waterfront**

The term "North End/Waterfront," as used in these by-laws shall comprise the area in downtown Boston bounded by the Surface Artery, Blackstone Street, up to 20 Rowes Wharf no further than Keaney Square and North Washington Street, and bound by the water.

**Article III - Corporation**

1. **Membership:** The membership of the Corporation shall consist of those persons:
  - a. who live within the North End/Waterfront as defined in Article II, and who maintain their principal residence in the North End.
  - b. who have paid the annual dues referred to in Article VI.
  
2. **Voting:** All members of majority age shall be entitled to one vote. Members must vote in person at meetings of the Corporation. Members are entitled to vote by a calling of the yeas or nays, however, those members who prefer to vote by ballot shall have the option to do so. Non-members shall be entitled to attend all meetings of the Corporation and address a meeting at the discretion of the president or other presiding officer. A majority of members present at a meeting of the Corporation shall decide all issues except as otherwise provided herein or required by law. A Sergeant at Arms shall be responsible for the collection of all votes. The votes shall be tallied by the Secretary and the decision shall be announced by the president. The Secretary shall be responsible for recording the attendance of all members. Members are eligible to vote, except in the election of officers, if they have attended as a member at least one prior membership meeting during the preceding six months. (See Article IV for eligibility to vote in the election of officers.)

3. Meetings:

- a. The regular meeting of the Corporation shall be held on the second Thursday of the month (unless such be a holiday, in which event it shall be held on the next following Thursday) at such hour and place in the Commonwealth of Massachusetts as the Secretary shall designate in the notice thereof. Such meeting may be adjourned from time to time until its business is completed.
- b. Special meetings of the Corporation shall be called at the discretion of the President, or in his/her absence, said meetings shall be called at the discretion of the Vice President, or, in his or her absence, meetings shall be called at the discretion of the Secretary. The Secretary shall send written notice to all members of said meeting 10 days prior to the date of the meeting.
- c. Roberts Rules of Order shall apply at every meeting of the Corporation.

4. Notice: All meetings of the Corporation shall be called by written notice provided electronically to the membership by the Secretary 10 days prior to the date of the meeting.

**Article IV - Officers**

1. The officers of the Corporation shall consist of a President, one (1) Vice President, a Secretary, a Treasurer and a Sergeant at Arms. The officers shall be elected by a majority of the voting members present at the Annual Meeting, which shall be held on the second Thursday of October from nominations submitted by the Nominating Committee or members on the floor, as described in Article V below. Members are eligible to vote in the election of officers at the Annual Meeting if they have attended as a member at least two prior membership meetings during the preceding six months. No President may serve for more than two years consecutively in that office. All officers must be members of the Corporation.
2. An officer may resign from office at any time by filing a written resignation with the Secretary.
3. All vacancies shall be filled by the majority vote of the membership and any officer so selected shall fill the unexpired term of the vacancy. Members must be given 30 day notice of any vacancy that will be coming up, therefore, an officer must notify the executive committee of the intent to vacate the office 7 days before the 30 day period so that proper notification may be made to the membership. In the event that a position must be vacated due to any emergency, the notice requirement may be

waived by the executive committee.

4. The President shall preside at all meetings of the Corporation and shall have general supervisory responsibility over the affairs of the Corporation. The President shall perform all duties prescribed herein or usually incident to the office of President, including such duties as the membership may from time to time assign.
5. The Vice President shall perform the duties of and have the powers of the president in the event the President is absent or otherwise unavailable, and shall perform all duties usually incident to the office of Vice President, including such duties as the membership or the President may from time to time assign.
6. The Secretary shall maintain a record of all meetings of the Corporation and shall be the Secretary of the Corporation whenever such office is required or referred to herein or by law. The Secretary shall provide written notice of all meetings. The Secretary shall preside at any meeting in which the President and Vice President are absent or otherwise unavailable.
7. The Treasurer shall maintain and keep safe any cash funds of the Corporation, shall accept dues from members, shall report receipts and disbursements of funds, shall maintain accurate records of the Corporation's finances, and shall report monthly to the membership. All checks written on behalf of the Corporation must be signed by both the President and the Treasurer.
8. The Sergeant at Arms shall be responsible for keeping order, the collection of all votes and for maintaining decorum.
9. Any officer may be removed by a 2/3 vote of those members present at a special meeting for this purpose. Notice of a meeting for this purpose must be given 30 days in advance. The officer must be given written notice of the removal and the reason/cause for removal. The officer shall have the right to state his case before the membership if he so desires and a final vote may be taken.
10. An executive session may be held at the discretion of the officers. An executive session shall consist of a meeting of the President, Vice President, Secretary, Treasurer and Sergeant of Arms. All such sessions shall be open to the membership with written notification given 48 hours prior to the executive session.

11. In the absence of any member of the Executive Committee, the President shall appoint a member to serve temporarily in place of that officer. If the President is absent, the Vice President, or if the Vice President is absent, the Secretary shall appoint a member to serve temporarily in place of that officer.
12. The voting procedure set forth in Article III, section 2 shall apply to all elections of officers.

#### **Article V - Nominating Committee**

There shall be a Nominating Committee consisting of at least three (3) members appointed by the President who shall present a slate of nominees of officers. Said slate of nominees shall be distributed to the membership with the notice of the annual meeting and posted at a designated location to be determined and added to these by-laws. Nominees for any office may also be submitted from the floor.

#### **Article VI - Dues**

The annual membership dues shall be ten dollars (\$20.00) per family member per fiscal year and shall be due and payable each year on or before January 1<sup>st</sup> for the coming year. The Secretary shall on December 1<sup>st</sup> of each year, send out written notice to all members, at the address listed in the Corporation's records informing the membership that the dues for renewal of membership are due and payable on January 1<sup>st</sup>. A one-month period to February 1<sup>st</sup> will be allowed for payment of renewal dues. If the dues are not paid by February 1<sup>st</sup>, any person then requesting renewal membership will lose his or her privilege to vote until such dues are paid. If a person is unable to pay such dues, the membership dues may be waived by the Executive Committee. The amount of the annual dues may be changed by a majority vote at the annual meeting.

#### **Article VII - Liability**

Members of the Corporation shall not be held personally liable by the Corporation or called upon for the payment of any sum of money or assessment other than the annual dues, as provided in Article VI, or such other sums as the members may personally agree in writing to pay at any time by way of donation to the Corporation. All persons extending credit to, contracting with, or having any claims against the Corporation shall look only to the funds and property of the Corporation for payment of any such contract or claim, or the satisfaction of any claim, damage, judgment or decree that may otherwise become due or payable to them from the Corporation. Neither the members of the Corporation, nor officers, present or future, shall be held personally liable therefor.

### **Article VIII - Indemnification**

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

### **Article IX - Seal**

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

### **Article X - Fiscal Year**

The fiscal year of the Corporation shall begin with the first day of January and shall terminate with the thirty-first day of December of each calendar year.

### **Article XI - Amendments**

These by-laws may be altered, amended or repealed in whole or in part by the members acting at any annual, regular or special meeting. All proposed amendments must be reviewed prior to the vote before the general membership by the By-laws Committee. Any proposed change to the by-laws must be submitted at least 30 days prior to the next meeting of the members by a writing. Such by-laws amendments must be approved by at least 2/3 of those members present at the annual, regular or special meeting.

### **Article XII - Conflict of Interest**

All members of the Corporation are obliged to divulge any conflict of interest that may occur prior to a subject being discussed.

### **Article XIII - Monthly Agenda**

A monthly agenda shall be published 10 days prior to meetings. The agenda shall be mailed out by the Secretary with notification of the monthly meeting. If an applicant has a matter which has not been placed on the agenda which they wish to raise at a meeting, a 2/3 vote of the present voting members shall be needed to add the matter to the agenda.

### **Article XIV - Records of Votes**

All records of votes taken by the Corporation shall be kept by the Secretary. The record shall include the specific subject matter of the vote and the numbers of those in favor and opposed.

### **Article XV - Committees**

The Association shall have the power to establish committees for the enhancement and facilitation of the Association.

## **North End/Waterfront Residents' Association Committees**

**NEWRA** shall have five standing committees, and such special committees as the association from time to time votes to create. The President shall appoint the Chairperson of each committee. Members may serve on any committee of their choice. All committees shall report to the association exclusively.

**PUBLIC SAFETY:** There shall be a **Committee on Public Safety** which shall concern itself with all aspects of crime and prevention, firefighting and fire prevention, and, traffic and parking issues. The committee shall maintain a relationship with city and state police, fire and transportation agencies. It shall keep itself informed of agency policies impacting on the North End/Waterfront and make suggestions to city and state agencies relative to public safety in the neighborhood. The committee shall facilitate and encourage citizen 'Crime Watch' and similar efforts promoting public safety.

**CENTRAL ARTERY/TUNNEL:** There shall be a **Committee on the Central Artery/Tunnel Project** which shall monitor all aspects of the construction, the direct and indirect impacts of the project on the community, mitigation activities promised, proposed or undertaken, and the response of agencies involved to citizen complaints and problems. The committee shall develop and maintain relationships with all city, state and federal agencies involved with the construction. In addition, the committee shall interface and exchange information with other neighborhood, business and issue organizations monitoring the project and evaluate any proposed mitigation efforts to ensure the greatest benefit to the interests of our residential neighborhood.

**ZONING, LICENSING & CONSTRUCTION:** There shall be a **Committee on Zoning Licensing and Construction** which shall act to preserve, protect and enhance the residential character of the area by reviewing all proposed construction, reconstruction, and use changes for compliance with city codes and harmony with existing neighborhood uses and features. The committee shall be especially vigilant with regard to late night, entertainment, liquor and common victualer uses and activities and shall monitor the progress of approved construction and compliance with any conditions or provisos placed on licenses, variances or permits. The committee shall keep informed of all applications pending before state and local agencies and, appear at hearings and meetings of such agencies in person or by letter to express the opinion of the majority of the committee on variances, zoning and licensing issues. The committee shall establish and maintain relationships with the Boston Redevelopment Authority, the Zoning Board of Appeals, the Licensing Board, the Neighborhood Development Department, the Office of Consumer Affairs and other public agencies dealing with relevant issues.

**BEAUTIFICATION & SANITATION:** There shall be a **Committee on Beautification and Sanitation** which shall act to preserve and enhance the livability and health of our residential neighborhood by monitoring compliance with environmental, health, sanitary, building, noise, animal control and other codes and ordinances related to the public health. The committee shall establish and maintain relationships with city and state agencies that promulgate and enforce such codes, and those responsible for parks, open space and recreational facilities including the City of Boston Inspectional Services, Parks and Recreation , Environment and Public Works Departments, the Rodent Control, Animal Control and Code Enforcement Divisions, the Public Health Commission and state agencies, including the Metropolitan District Commission , having jurisdiction with respect to health issues. The committee shall facilitate and encourage neighborhood cleanups, beautification projects, and the like.

**BUSINESS LIAISON: A Business Community Liaison** shall be appointed by the President to maintain a relationship with the North End Business Alliance and with local businesses to ensure an open and continuing dialogue between commercial interests and our residential community.