

## **Quincy Ward Three Civic Association Bylaws - October 5th, 2016**

### **Bylaws of the**

Quincy Ward Three Civic Association, Inc.

### **Article I. Name and Purpose**

Section 1.01: NAME. The NAME of this organization shall be the Quincy Ward Three Civic Association, Inc., hereafter referred to as THE ASSOCIATION.

Section 1.02: PURPOSE: The Bylaws shall govern the Association and its members and facilitate the fulfillment of the purposes provided in the MISSION STATEMENT.

Section 1.03: MISSION STATEMENT: Quincy Ward Three Civic Association, Inc. promotes and supports the sustainability, safety, and betterment of the Quincy Ward 3 area by fostering a greater sense of community.

### **Article II. MEMBERSHIP.**

SECTION 2.01: ELIGIBILITY FOR MEMBERSHIP. Any current resident within the municipal bound defined as Ward 3 in Quincy, MA is eligible for Membership in the Association upon [full payment of the annual dues, and] completion of an Application for Membership form.

Section 2.02: ANNUAL DUES. The amount required for annual dues shall be set by the board from time to time. Full payment of the annual dues will entitle the Resident or Property Owner to full membership privileges for one year from the date of payment. Dues may, on occasion, be paid by donation of comparable products or services to the Association, by prior approval of the Officers of the Association.

Section 2.03: VOTING RIGHTS. The full payment of the annual dues will entitle each person over age eighteen in the Member's household to one vote apiece in all Association elections.

Section 2.04: TERMINATION OF MEMBERSHIP. Membership in the Association is automatically terminated whenever the Member is in default of payment of the annual Association Dues. A member may also be removed by a majority vote of the membership.

Section 2.05: RESIGNATION. Any Member may resign by filing a written resignation with the Secretary of the Association. Such resignation shall not relieve the resigning Member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Upon resignation, however, the resigning Member will be refunded any unaccrued dues on a prorated basis. And/Or, when the Member moves from the neighborhood.

### **ARTICLE III. OFFICERS.**

Section 3.01: OFFICERS. The Association shall have the following officers:

- 1) President,
- 2) Vice-President,

- 3) Treasurer, and
- 4) Secretary.

Section 3.02: ELECTION OF OFFICERS. Nominations will be taken at the September meeting and elections will occur at the December meeting. The Officers shall be elected by majority vote at the October meeting.

Section 3.03: TERM OF OFFICE. The Officers shall serve a one-year term, with a two year limitation on future terms, unless unopposed.

Section 3.04: DUTIES. The duties of the Officers are as follows:

- 1) The **PRESIDENT** shall be the principal executive officer of the Association and shall preside over all meetings, represent the Association on public occasions, and make such committee appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association. This position shall appoint an Auditor; a member not currently holding an office position.
- 2) The **VICE-PRESIDENT** shall assist the President as the President requests, and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association. The Vice-President is also responsible for maintaining the bylaws.
- 3) The **TREASURER** shall collect, safeguard, disburse and make periodic reports of all funds collected in the name of the Association.
- 4) The **SECRETARY** shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the Association activities, and conduct such official correspondence as directed by the President.
- 5) The duties of the officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the Association Membership.
- 6) Unless so authorized, no officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 3.05: VACANCIES AND REMOVAL FROM OFFICE. Any Officer may be removed by a majority vote of the members of the Association (excluding the Officer to be removed). Upon the death, removal, resignation, or incapacity of an Officer of the Association, a majority of the Association shall elect a successor. In the event an officer is absent from three consecutive meetings of the Executive Board without just cause, the Executive Board may declare such office vacant.

Section 3.06: MANAGEMENT. The Association shall be managed by the Officers so elected, with powers consistent with the Bylaws of the Association.

#### ARTICLE IV. MEETINGS OF MEMBERS.

Section 4.01: PLACE OF MEETINGS. Meetings of the Members shall be held at the principal business office of the Association or at any other place the President or a majority of the Members may from time to time select.

Section 4.02: REGULAR MEETINGS. Regular meetings of the Association shall be held

monthly, at a time and place designated by the President.

Section 4.03: ANNUAL MEETING. An annual meeting of the Members shall be held in the month of October of each year, if possible. At such meeting, the Members shall elect the Officers of the Association, receive reports on the affairs of the Association, and transact any other business which is within the power of the Members. If an annual meeting has not been called and held within six months after the time designated for it, any Member may call the annual meeting.

Section 4.04: SPECIAL MEETINGS. Special meetings of the Members may be called by the President, by a majority of the Officers of the Association, or by five percent (5%) or more of the Members entitled to vote.

Section 4.05: NOTICE OF MEETINGS. A written or printed notice (including e-mail or physical delivery) of each meeting, stating the place, day, and hour of the meeting, shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each Member of record entitled to vote at the meeting. This notice shall be given at least seven (7) days before the date named for the meeting, with the exception of Regular Monthly Meetings for which, once a firm date, time and place have been publicized to all the members, no further notice shall be required.

Section 4.06: QUORUM. Eleven Members present at any properly announced meeting shall constitute a quorum at such meeting.

#### **ARTICLE V. VOTING.**

Section 5.01: VOTING. All issues shall be decided by a majority vote of members present at the meetings.

Section 5.02: VOTING BY E-MAIL OR MAIL. Where Officers are to be elected by Members, or any changes in the Bylaws are to be voted on, or any other election is to be made whereby a count of the votes of all members may be desired, such election may be conducted by e-mail or by distribution ballot in such manner as the officers of the Association shall determine advisable.

#### **ARTICLE VI. COMMITTEES.**

Section 6.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The Association may establish committees as deemed necessary to pursue its stated objectives. Members of Committees shall be appointed by the President.

#### **ARTICLE VII. FINANCES.**

Section 7.01: EXPENDITURES. Expenditures of funds amounting to over One Hundred Dollars (\$100) in any month must be approved by majority vote of the Membership present at any properly-announced meeting of the Membership.

Section 7.02: FINANCIAL REPORTS. Quarterly and Annual Financial Reports shall be prepared by the Treasurer and presented to the Members at the quarterly and annual

meetings.

#### **ARTICLE VII. AMENDMENTS.**

Section 8.01: PROCEDURE. These Bylaws may be amended by a two-thirds majority vote of those present at any regular meeting of the Members of the Association, provided seven days written notice of the proposed amendment and of the meeting is given where a quorum is present.

#### **ARTICLE IX. ACCEPTANCE OF BYLAWS**

Section 9.01: VOTING. Acceptance of these Bylaws shall be by a two-thirds majority vote of those present at any regular meeting of the Members of the Association, provided written copies of the Bylaws and written notice of the meeting is given to all Members at least seven days prior to the meeting where a quorum is present.

#### **ARTICLE X. NON-COMPLIANCE WITH BYLAWS.**

Section 10.01: NON-COMPLIANCE PENALTIES. Noncompliance with the Bylaws of the Association may result in termination of membership for the offender, upon a two-thirds majority vote by the membership of the Association. Under no circumstance will noncompliance with any section of these Bylaws constitute the forfeiture of the rights of the Association to exist or the rights of the Association to enforce the Bylaws of the Association.

#### **ARTICLE XI. CONFLICT OF INTEREST**

Section 11.01: CONFLICT OF INTEREST. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **ARTICLE XII. DISSOLUTION**

Section 12.01: DISSOLUTION. This THE ASSOCIATION is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue 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 United States Internal Revenue law.

Upon the winding up and dissolution of the THE ASSOCIATION after paying or adequately providing for the debts and obligations of the THE ASSOCIATION the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.