

Dudley Neighbors Incorporated
By-Laws

Section 1. Articles of Organization

The name and purposes of the corporation shall be as set forth in the articles of organization. These by-laws, the powers of the corporation, of its directors, officers and members, and all matters concerning the conduct and regulation of the business and affairs of the corporation shall be subject to such provisions in regard there to , if any, as are set forth in the articles of organization as from time to time in effect.

Section 2. Corporate Seal

The seal of the corporation shall, subject to alteration by the directors, consist of a flat-faced circular die with the word "Massachusetts", together with the name of the corporation and the year of its organization, cut or engraved thereon.

Section 3. Members

4.1 **Annual Meeting.** The annual meeting of the members shall be held at the principal office of the corporation on the third Wednesday in March in each year, unless a different day is fixed by the president or the directors. If that day be a legal holiday at the place where the meeting is to be held, the meeting shall be held, in addition to those prescribed by law, the articles of organization or by these by-laws, may be specified by the president or the directors.

4.2 **Special Meeting in Place of Annual Meetings.** If no annual meeting has been held in accordance with the foregoing provisions, a special meeting of the members may be held in place there of, and any action taken at such special meeting shall have the same force and effect as if taken at the annual meeting, and in such case all references in these by-laws to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called as provided in Section 4.3.

4.3 **Special Meetings.** A special meeting of the members may be called at any time by the president or by the directors. Each call of a meeting shall state the place, date, hour and purposes of the meeting.

4.4 **Place of Meetings.** All meetings of the members shall be held at the principal office of the corporation in Massachusetts or, to the extent permitted b the articles of organization, at such other place within the United States as shall be fixed by the president or the directors. Any adjourned session of any meeting of the members shall be held at the same city or town as the initial session, or within Massachusetts, in either case at the place designated in the vote of adjournment.

4.5 **Notice of Meetings.** A written notice of each meeting of members stating the place, date and hour and the purposes of the meeting, shall be given at least seven (7) days before the meeting to each member entitled to vote there at and to each member who , by law, by the articles of .. organization or by these by-laws, is entitled to notice, by leaving such notice with him or at his residence or usual place of business, or by mailing, postage prepaid, addressed to such member at his address as it appears in the records of the corporation. Such notice shall be given by the clerk or an assistant clerk or by an officer designated by the directors. No notice of any meeting of members need be given to a member if a written waiver of notice, executed

before or after the meeting by such member or his attorney there unto duly authorized, is filed with the records of the meeting.

4.6 **Quorum of Members.** At a meeting of the members, a quorum shall consist of a majority of the members entitled to vote at the meeting, except when a larger quorum is required by law, by the articles of organization or by these by-laws. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question of adjournment whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.7 **Action by Vote.** When a quorum is present at a meeting, a majority of the votes properly cast for election to any office shall elect to such office, and a majority of the votes properly cast upon any question shall decide the question, except when a larger vote is required by law, by the articles of organization or by these by-laws.

4.8 **Voting.** Members entitled to vote shall have one vote each unless otherwise provided by the articles of organization.

4.9 **Action by Writing.** Any action required or permitted to be taken at any meeting may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meeting of members. Such consents shall be treated for all purposes as a vote at a meeting.

4.10 **Number and Classes of Members.** There shall be no more than nor less than three members of the corporation. The initial members of the corporation shall consist of the initial directors of the corporation. Additional members may be appointed by the members by vote of a majority of the members of the corporation. There shall be a single class of members, each of whom shall be entitled to vote on all matters coming before the members.

Section 5. Board of Directors

5.1 **Number.** A board of not more than nor less than three directors shall be elected at the annual meeting of the members by such members as have the right to vote at such election. The number of directors may be increased at any time or from time to time either by the members or by the directors by vote of a majority of the directors then in office. The number of directors may be decreased to any number not less than the minimum permitted by law at any time or from time to time either by the members or by the directors by a vote of a majority of the directors then in office, but only to eliminate vacancies existing by reason of the death, resignation or removal of one or more directors. No director need be a member.

5.2 **Tenure.** Except as otherwise provided by law, by the articles of organization or by these by-laws, the directors shall hold office until the next annual meeting of the members and until their successors are elected and qualified, or until a director sooner dies, resigns, is removed or becomes disqualified.

5.3 **Powers.** Except as reserved to the members by law, by the articles of organization or by these by-laws, the business of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation.

5.4 **Regular Meetings.** Regular meetings of the directors may be held without call or notice at such places and at such times as the directors may from time to time determine, provided that notice of the first regular meeting following any such determination shall be

give3n to absent directors. A regular meeting of the directors may be held without call or notice immediately after and at the same place as the annual meeting of the members.

5.5 **Special Meetings.** Special meetings of the directors may be held at any time and at any place designated in the call of the meeting, when called by the president or the treasurer or by two or more directors, notice thereof being given to each director by the secretary or an assistant secretary or by the officer or one of the directors calling the meeting in accordance with section 5.6.

5.6 **Notice.** It shall be sufficient notice to a director to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting, Notice of a meeting need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior there to or at its commencement the lack of notice to him. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

5.7 **Quorum.** At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

5.8 **Action by Vote.** When a quorum is present at any meeting, a majority of the directors present may take any action, except when a larger vote is required by law, by the articles of organization or by these by-laws.

5.9 **Attendance by Telephone.** Unless otherwise restricted by the articles of organization, members of the board of directors may participate in a meeting of such board by means of conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence at such meeting.

5.10 **Action by Writing.** Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6. Officers and Agents

6.1 **Enumeration; Qualification.** The officers of the corporation shall be a president, a treasurer, a clerk, and such other officers, if any, as the incorporators at their initial meeting, or the directors from time to time, may in their discretion elect or appoint. The corporation may also have such agents, if any, as the incorporators at their initial meeting, or the directors from time to time, may in their discretion appoint. Any officer may be but none need be a director or member. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any two or more offices may be held by the same person. Any officer may be required by the directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the directors may determine.

6.2 **Powers.** Subject to law, to the articles of organization and to the other provisions of these by-laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such duties and powers as the directors may from time to time designate.

6.3 **Election.** The president, the treasurer and the clerk shall be elected annually by the directors at their first meeting following the annual meeting of the members. Other officers, if any, may be elected or appointed by the board of directors at said meeting or at any other time.

6.4 **Tenure.** Except as otherwise provided by law, by the articles of organization or by these by-laws, the president, the treasurer and the clerk shall hold office until the first meeting of the directors following the next annual meeting of the members and until their respective successors are chosen and qualified, and each other officer shall hold office until the first meeting of the directors following the next annual meeting of the members unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

6.5 **President and Vice-president.** The president shall preside at all meetings of the members and of the directors at which he is present, except as otherwise voted by the directors. Any vice president shall have such duties and powers as shall be designated from time to time by the directors.

6.6 **Treasurer and Assistant Treasurers.** The treasurer shall be the chief financial and accounting officer of the corporation and shall be in charge of its funds and valuable papers, books of account and accounting records, and shall have such other duties and powers as may be designated from time to time by the directors or by the president. Any assistant treasurers shall have such duties and powers as shall be designated from time to time by the directors.

6.7 **Clerk and Assistant Clerks.** The clerk shall record all proceedings of the members in a book or series of books to be kept therefore, which book or books shall be kept at the principal office of the corporation or at the office of its clerk and shall be open at all reasonable times to the inspection of any member. In the absence of the clerk from any meeting of members, an assistant clerk or, if there be none or he is absent, a temporary clerk chosen at the meeting, shall record the proceedings of all meetings of the directors and in his absence from any such meeting an assistant clerk or, if there be none or he is absent, a temporary clerk chosen at the meeting, shall record the proceedings thereof. Any assistant clerk shall have such duties and powers as shall be designated from time to time by the directors.

6.8 **Secretary and Assistant Secretaries.** If a secretary is elected, he shall keep a true record of the proceedings of all meetings of the directors and in his absence from any such meeting an assistant secretary or, if there be none or he is absent, the proceedings thereof shall be recorded as provided in section 6.7 of these by-laws. Any assistant secretaries shall have such duties and powers as shall be designated from time to time by the directors.

Section 7. Resignations and Removals

Any director, officer or member may resign at any time by delivering his resignation in writing to the president, the treasurer or the clerk or to a meeting of directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time. A director (including persons elected by the directors to fill vacancies in the board) or officer may be removed from office with or without cause by the vote of a majority of the members entitled to vote in the

election of directors or with or without cause by vote of a majority of the directors then in office. A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him. No director or officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no director or officer removed shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise; unless in the case of a resignation, the directors, or in the case of removal, the body acting on the removal, shall in their or its discretion provide for compensation.

Section 8. Vacancies

Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the members or, in the absence of member action, by the directors by vote of a majority of the directors then in office. If the office of the president or the treasurer or the clerk becomes vacant, the directors may elect a successor by vote of a majority of the directors then in office. If the office of any other officer becomes vacant, the directors may elect or appoint a successor by vote of a majority of the directors present. Each such successor shall hold office for the unexpired term, and in the case of the president, the treasurer and the clerk, until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers not with standing the existence of one or more vacancies in their number.

Section 9. Indemnification of Directors and Officers

The corporation shall, to the extent legally permissible, indemnify each of its directors and officers against all costs, liabilities and expenses (including counsel fees) reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, asserted or threatened against him while in office or thereafter, by reason of his being or having been such a director or officer, except with respect to any matters as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of another organization, in which it has an interest, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. As used in this section, the terms "director" and "officer" include their respective heirs, executors and administrators.

Section 10. Execution of Papers

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President or Treasurer

Section 11. Books, Accounts and Records

The books, accounts and records of the corporation shall be kept in Massachusetts at the principal office of the corporation or at such other place or places as the directors may from time

to time determine. They shall be available at all reasonable times to the inspection of any member for any proper purpose.

Section 12. Amendments

These by-laws may be altered, amended or repealed by vote of the members, at any annual or special meeting of the members, the notice of which shall specify the subject matter of the proposed alteration, amendment or repeal and the sections to be affected thereby.

Section 13. Gender

Wherever the context permits, the use of the masculine pronouns shall be freely interchangeable with the feminine pronouns.

Voted: That Che Madyun, President and Robert Haas, Clerk of the Corporation, be and they hereby are authorized and directed, in the name and on behalf of the Corporation, to take such action and to execute and deliver such documents or instruments as they may, in their sole discretion, deem necessary or advisable to effect the purposes of the foregoing vote, including, without limitation, Articles of Amendment and the Regulatory Agreement with the BRA, their execution and delivery thereof to be conclusive of their authority and their determination to do so.

(By-law amendment Nov.1, 1989)

Voted: That the by-laws of the Corporation be amended to change the date of the annual meeting in section 4.1 thereof from the third Wednesday in March of each year to the third Wednesday in June of each year, effective for the 1989 annual meeting; to change the number and classes of members specified in section 4.10 of the by-laws to state that there shall be not more than 10 members, and that there shall be two classes of members (see Exhibit A hereto which shall replace the last two sentences of section 4.10); and to change section 5.1 of the by-laws to state that the board of directors shall have not more than 10 directors.

Voted: That Powers & Hall Professional Corporation be given a Tax Power of Attorney to represent the Corporation in connection with an application for exemption under section 501 (c) (3) of the Internal Revenue Code of 1986 as amended.

Voted: That the Articles of Organization of this Corporation be further amended by deleting subparagraph (2) of paragraph b. of sheet 2A and inserting in lieu thereof the following: "(2) Stimulating by its example and other wise a concern for the problems of low and moderate income people."

And further

Voted: That the By-laws be amended by deleting the first sentence of Section 5.1 and inserting in lieu thereof the following sentences: "A board of eleven directors shall be elected at the annual meeting of the members by such members as have the right to vote at such election. Six of the directors shall be appointed by the Dudley Street Neighborhood Initiative, Inc. ("DSNI"), one director shall be appointed by the Mayor of the City of Boston, one director shall be appointed by the Roxbury Neighborhood Council, one director shall be appointed by the Massachusetts State Senator for the Second Suffolk District, and one director shall be appointed by the Massachusetts State Representative from the 5th Suffolk House District. The directors designated by the State Senator and the State Representative shall have no vote. Of the six DSNI

appointees, one will be a tenant, one will be a representative from non-profit agency and one will be a local business representative.

Executed this 29, day of June, 1990

Conclusive of the approval of the Directors of this corporation and of the authority of such officers to so act and bind this Corporation.

And further

Voted: That this corporation change its fiscal year from December 31 each year to June 30 each year and that the appropriate officers of this corporation are hereby authorized and directed to execute, issue and deliver, and to record with the secretary of the Commonwealth of Massachusetts and otherwise, any and all such documents as shall be necessary or required in connection with and to effectuate said change in fiscal year.

Exhibit A Dudley Neighbors, Incorporated
By-Law Amendment, Section 4.10

There shall be two classes of members, one class consisting of voting members and one class consisting of participating members. The class of voting members shall consist initially of the initial directors of the corporation. Thereafter, the number of voting members and the persons appointed to server as voting members shall be determined by a majority of the voting members of the corporation at the annual meeting of members. Any vacancy in the voting membership occurring prior to the next annual meeting of members may be filled by the unanimous vote of the remaining voting members. Voting members shall each have one vote. Voting members of the corporation, in addition to such other powers as may be vested in them by law, shall be the only members of the corporation empowered to vote on matters coming before the members of the corporation.

The class of participating members shall consist of those persons who request in writing notice of all meetings of the voting members of the corporation and who are thereafter nominated as participating members by the voting members. All participating members of the corporation shall be entitled to notice of all meetings of the voting members, may attend and be heard at all such meetings, and shall like voting members, receive all reports of the business of the corporation.

In order to be eligible to serve as either a voting or participating member in the corporation, individuals shall be desirous of furthering the purposes of the corporation, be eighteen years of age or older, and they shall reside in the Commonwealth of Massachusetts.