

*BY-LAWS OF THE DUDLEY STREET NEIGHBORHOOD
INITIATIVE, INC*

ARTICLE I

NAME, PURPOSES, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

1.1 Name and Purposes. The name and purposes of the Corporation shall be as set forth in the Articles of Organization.

1.2 Location. The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal. The Directors may adopt and alter the seal of the Corporation.

ARTICLE II

MEMBERS

2.1 Number, Election, and Qualification. There shall be one class of Members all of whom shall be age 15 or over. The Incorporator shall fix the initial number of Members and elect the initial Members. Membership shall be granted upon written application to the Board of Directors of the Corporation and certification of the Membership qualifications contained in this Section 2. 1. In order to become Members, individuals must be residents of the so-called "Core" or "Secondary" Areas as defined, from time to time, by the Members: except that the Members may permit non-residents to become at-large Members. In order to become Members, organizations must provide services or products to the Core Area. It shall be the policy of this Corporation to include within the Membership individual residents as well as all organizations and agencies (religious, commercial, non-profit, neighborhood association and community groups) which provide services and products to the Core Area. Members consisting of Residents shall pay annual Membership dues, Members consisting of agencies, organizations and businesses shall pay Membership dues and non-resident Members and non-voting Members shall pay Membership dues. such dues to be determined from time to time by the Directors of this Corporation.

2.2 Tenure. Each Member shall be a Member of this Corporation until such Member dies, resigns, is removed, or becomes disqualified.

2.3 Powers and Rights. The Members shall have powers and rights as are vested in them by law, the Articles of Organization, or these By-Laws.

2.4 Suspension or Removal. A Member may be suspended or removed with or without cause by vote of a majority of Members then entitled to vote, and may be removed in the event of failure to attend three (3) consecutive meetings of the Members without reasonable excuse. Cause and reasonable excuse for nonattendance in the case of any removal or

suspension of a Member shall be determined by the Members. Suspension or removal from the Membership of the Corporation will result in automatic suspension or removal from the Board of Directors.

2.5 Resignation. A Member may resign by delivering his written resignation to the President, Treasurer, or Clerk of the Corporation, to a meeting of the Members or Directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states. Resignation from the Membership of the Corporation will automatically result in resignation from the Board of Directors.

2.6 Annual Meetings. The annual meeting of the Members shall be held on a date in the third week in June to be determined by the Directors of this Corporation. The annual meeting shall be held within the Commonwealth of Massachusetts at a time and place to be fixed by the President or the Board of Directors. No change in the day fixed in these By-Laws for the annual meeting shall be made within sixty (60) days before the day stated herein. Notice of any change of the day fixed in these By-Laws for the annual meeting shall be given to all Members at least twenty (20) days before the new day fixed for such meeting. If an annual meeting is not held as herein provided, a special meeting of the Members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these By-Laws, except in this Section 2.6, to the annual meeting of the Members shall be deemed to refer to such special meeting.

2.7 Special Meetings. Special Meetings of the Members may be held at any time and at any place within the Commonwealth of Massachusetts. Special meetings of the Members may be called by the President or by the Directors and shall be called by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of three (3) or more Members entitled to vote thereof.

2.8 Notice. A written notice of every meeting of Members, stating the place, date, and hour thereof, and the purposes for which the meeting is to be held, shall be given by the person calling the meeting to each Member in good standing, by giving such notice to him in person or by telephone or facsimile at least three days before the meeting, or by mailing it, postage prepaid, and addressed to such Member at his address as it appears in the records of the Corporation at least five days before the meeting. No notice of the place, date, hour or purpose of any annual meeting of Members or special meeting need be given to a Member if a written waiver of notice executed before or after the meeting by the Member or his attorney thereunto authorized is filed with the records of the meeting.

2.9 Quorum. At any meeting of the Members, a quorum for the transaction of business shall consist of thirty-five (35) Members,

provided that less than such quorum shall have the power to adjourn the meeting to such date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, and the meeting may be held as adjourned without further notice.

2.10 Action by Vote. Each Member (including an individual Member and an organization Member) shall have one vote. A majority of the votes properly cast by Members present in person shall decide any question, including election to any office, unless otherwise provided by law, the Articles or Organization, or these By-Laws.

2.11 Action by Writing. Any action to be taken by Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of the Members. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE III

FISCAL YEAR

The fiscal year of the Corporation shall, unless otherwise decided by the Directors, end on June 30 in each year.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Number and Election. The Directors of this Corporation shall be thirty-five (35) in number and shall be elected by the Members. The Directors shall be broadly representative of the community with representation from Black, Cape Verdean., Hispanic and White cultures. The Board of Directors will include:

Number of Seats	Residents in Core Area
4	Black – elected
4	Cape Verdean – elected
4	Latino – elected
4	White – elected
4	Core Area Youth – elected
2	Residents – appointed

Number of Seats	Non-Residents
2	Community Dev. Corporations – elected
2	Religious Institutions – elected
2	Businesses – elected
7	Agencies/ – elected

The election of Directors to fill terms which have expired shall be held

each year at the Annual Meeting of the Members. Only persons aged 15 – 18 shall be eligible for election to the Core Area Youth positions. All other members of the Board of Directors shall be age 18 or over.

The election of Directors to fill terms which have expired shall be held each year at the Annual Meeting of the Members.

4.2 Tenure. Each Director shall hold office for a term of two (2) years and until his successor, if any, is elected and qualified, or, if sooner, until he dies, resigns, is removed, or becomes disqualified.

4.3 Powers. The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers of the Corporation, except those powers reserved to the Members by law, the Articles of Organization, or these By-Laws.

4.4 Committees. The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the Directors are delegated may consist of Directors, Members and persons who are neither Directors or Members, except that only Directors and Members shall be entitled to vote on actions of the committee. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the Directors. The Members of any committee shall remain in office at the pleasure of the Directors, and all actions of any committee or committees shall be subject to approval of the Directors.

4.5 Suspension or Removal. A Director may be suspended or removed with or without cause by vote of a majority of Members then entitled to vote, and shall be automatically removed in the event of failure to attend three (3) consecutive meetings of the Directors without reasonable excuse. Cause and reasonable excuse for non-attendance in the case of any removal or suspension of a Director shall be determined by the Directors.

4.6 Resignation. A Director may resign by delivering his written resignation to the President, Treasurer, or Clerk of the Corporation, to a meeting of the Members or Directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 Vacancies. Any vacancy in the Board of Directors may be filled by the Members or Directors. Each successor shall hold office for the unexpired term or, if sooner, until he 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.

4.8 Regular Meeting. Regular meetings of the Directors may be held at a time and place to be determined by the Directors.

4.9 Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the President or by three or

more Directors.

4.10 Call and Notice.

a. Regular Meetings. No call or notice shall be required for a regular meeting of Directors, provided that reasonable notice (i) of the first regular meeting following the determination by the Directors of the time and place for regular meetings shall be given to absent Members, (ii) specifying the purpose of a regular meeting shall be given to each Director if either contracts or transactions of the Corporation with interested persons are to be considered at the meeting, and (iii) shall be given as otherwise required by law, the Articles or Organization, or these By-Laws.

b. Special Meetings. Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization, or these By-Laws or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) an increase or decrease in the number of Directors, or (iii) removal or suspension of a Director.

c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail, postage prepaid, at least four (4) days or by facsimile at least twenty-four (24) hours before the meeting addressed to the Director at his usual or last known business or residence address or to give notice to the Director in person or by telephone at least twenty-four (24) hours before the meeting.

d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by the Director before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 Quorum. At any meeting of the Directors, a quorum for the transaction of business shall consist of eleven (11) Directors, provided that less than such quorum shall have the power to adjourn the meeting to such date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, and the meeting may be held as adjourned without further notice.

4.12 Action by Vote. A majority of the Directors present and voting at a

meeting of the Directors shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

4.13 Action by Writing. Any action to be taken by Directors may be taken without a meeting if all Directors consent to the action by a writing filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE V

OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the Corporation shall be a President, Treasurer, Clerk, and such Vice Presidents, Assistant Treasurers and Assistant Clerks, if any, as the Directors may determine. The Corporation may also have such agents, if any, as the Directors may appoint. The Clerk shall be a resident of Massachusetts unless the Corporation has a duly appointed resident agent. If required by the Directors, any officer shall supply the Corporation with a bond for the faithful performance of his duties in such amount and with such surety or satisfaction as shall be satisfactory to the Directors.

5.2 Election. The President, Treasurer, and Clerk shall be elected by the Directors at their first meeting following the annual meeting of the Members. Other officers, if any, may be elected by the Directors at any time.

5.3 Tenure. The President, Treasurer, and Clerk shall each hold office for a term of two (2) years and until his successor is 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, if sooner, until he dies, resigns, is removed, or becomes disqualified.

5.4 Chairman of the Board of Directors. If a Chairman of the Board of Directors is elected, he shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors.

5.5 President and Vice President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the Members and, if no Chairman of the Board of Directors is elected, at all meetings of the Directors, except as the Members or Directors otherwise determine. The Vice President or Vice Presidents, if any, shall have such duties and powers as the Directors shall determine. The Vice President, or first Vice President if there are more than one, shall have and may exercise all of the powers and duties of the President during the absence of the President or in the event of his inability to act.

5.6 Treasurer. The Treasurer shall be the chief financial officer and the

chief accounting officer of the Corporation. The Treasurer shall be in charge of financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the Directors or the President. The Treasurer shall also be in charge of books of account and accounting records and of accounting procedures.

5.7 Clerk. The Clerk shall record and maintain records of all proceedings of the Members and Directors in books kept for that purpose, which books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its Clerk or of its resident agent. Such books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-Laws and names of all Members and Directors and the address of each. If the Clerk is absent from any meeting of Members or Directors, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

5.8 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting.

5.9 Resignation. An officer may resign by delivering his written resignation to the President, Treasurer, or Clerk of the Corporation, to a meeting of the Members or Directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

5.10 Vacancies. If the office of any officer becomes vacant, the Directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the President, Treasurer, and Clerk until his successor is elected and qualified, or in each case, if sooner, until he dies, resigns, is removed, or becomes disqualified.

ARTICLE VI

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 in the Corporation's name and on its behalf by the President or by the Treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President or a Vice President and the other is the Treasurer or an Assistant Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions, or votes of the Corporation.

ARTICLE VII

PERSONAL LIABILITY

The Members, Directors, and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, Corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE VIII

NDEMNIFICATION OF DIRECTORS OFFICERS, EMPLOYEES, AND OTHER AGENTS

Each individual now or hereafter a Member, Director, officer, employee, or other agent of the Corporation, or who serves at the Corporation's request as a Member, stockholder, Director, officer, employee or other agent of another organization, or who serves at the Corporation's request in a capacity with respect to any employee benefit plan, and his heirs, executors and administrators, shall be entitled to be reimbursed by the Corporation for, and indemnified by the Corporation against, all liabilities, costs, and expenses reasonably incurred by him in connection with or arising out of any claim, action, suit, or proceeding of whatsoever nature, civil or criminal, before any court, tribunal, administrative or legislative body or agency, in which he may be involved as a party or otherwise or with which he may be threatened by reason of his having served as a Member, Director, officer, employee or other agent of the Corporation or agent as aforesaid of another organization or with respect to any employee benefit plan, or by reason of any action alleged to have been taken or omitted by him as such Member, Director, officer, employee or other agent of the Corporation or agent as aforesaid of another organization or with respect to any employee benefit plan, whether or not he continued to be such Member, Director, officer, employee or other agent of the Corporation or agent as aforesaid of another organization or with respect to any employee benefit plan, at the time of incurring such liabilities, costs. or expenses.

Such reimbursement and indemnity may include payment by the Corporation of liabilities, costs, and expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, or in connection with a reasonable settlement or compromise thereof (other than an amount paid to the Corporation itself) made with a view to curtailment of costs of litigation, upon receipt of an undertaking by the individual indemnified to repay such payment if he shall ultimately be adjudicated to be not entitled to reimbursement or indemnification (which undertaking may be accepted without reference to

the financial ability of such individual to make repayment).

No reimbursement or indemnity shall be provided for any individual with respect to any matter as to which he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation or, to the extent that such matter relates to service with respect to any employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan. The Corporation, and its Members, Directors, and officers, shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

Any Member, Director, officer, employee or other agent of the Corporation or agent as aforesaid of another organization or with respect to any employee benefit plan, who has acted in reliance upon the advice of counsel shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith in the reasonable belief that his action was in the best interest of the Corporation.

Such right of indemnification shall not be deemed exclusive of any other rights of indemnification existing independently to which the person indemnified may be entitled apart from the foregoing provisions. The provisions hereof regarding reimbursement and indemnity shall be deemed to be a contract between the Corporation and each individual who is or was a Member, Director, officer, employee or other agent of the Corporation or agent as aforesaid of another organization or with respect to any employee benefit plan, or who consented to serve if elected as a Member, stockholder, Director, officer, employee or other agent as aforesaid of another organization or with respect to any employee benefit plan, in any such case at any time while said provisions are in effect, and any amendment thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Member, Director, officer, employee or other agent of the Corporation or agent as aforesaid of another organization or with respect to any employee benefit plan, 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. For the purposes of the provisions

hereof regarding reimbursement and indemnity, references to "the Corporation" include all constituent Corporation absorbed in a consolidation or merger as well as the resulting or surviving Corporation so that any individual who is or was a Member, Director, officer, employee or other agent of the Corporation, or who serves at the Corporation's request as Member, stockholder, Director, officer, employee or other agent of another organization, or who serves at the Corporation's request in a capacity with respect to any employee benefit plan, or has consented if elected to be a Member, stockholder, Director, officer, employee or other agent of a constituent Corporation, or is or was or has so consented to serve at the request of a constituent Corporation as a Member, stockholder, Director, officer, employee or other agent of another organization or with respect to any employee benefit plan of another organization, shall stand in the same position under said provisions with respect to the resulting or surviving Corporation as he would if such consolidation or merger had not occurred.

ARTICLE IX

MISCELLANEOUS

9.1 Amendments. These By-Laws may be altered, amended or repealed in whole or in part by a vote of two-thirds (2/3) of the Members present and voting on the question at a meeting of the Members at which a Special quorum of fifty-one (51) Members is present.

Notice of such meeting including a brief description of the By-Law amendment to be considered shall be given to the Members in accordance with the provisions of Section 2.8 of these By-Laws except that such notice shall be given by mail and not by delivery in person, or by telephone or facsimile.

9.2 Pronouns. Where the context so permits, each of the masculine, feminine, and neuter genders shall be deemed to denote the other two genders, the singular to denote the plural, and the plural to denote the singular.

9.3 Nonprofit Character. This Corporation is not organized and shall not be conducted for profit, and no part of the Corporation's net earning shall be divided among or inure to the benefit of any private individual or be appropriated for any purposes other than the purposes set forth in the Articles of Organization and these By-Laws; no payment shall be made to any Member, Director, or officer of the Corporation except as may be provided in the By-Laws or as reimbursement for expenditures or reasonable compensation for services rendered; no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by Section 501 (c)(3) and Section 501 (h) of the Internal

Revenue Code of 1954, as amended from time to time; and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

9.4 Intercompany Transactions. No contract or transaction between the Corporation and one or more of its Members, Directors, or officers, or between the Corporation and any other organization of which one or more of its Members, Directors or officers are Members, Stockholders, Directors, trustees, or officers, or in which any of them has any financial or other interests, shall be void or voidable, or in any way affected, solely for this reason, or solely because the Member, Director, or officer is present at or participates at the meeting of the Board of Directors or committee thereof that authorizes, approves, or ratifies the contract or transaction, or solely because his votes are counted for such purpose, if:

- (a) *The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction and the Board of Directors or committee in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested Directors even though the disinterested Directors be less than a quorum; or*
- (b) *The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon, and the contract or transaction is specifically authorized, approved, or ratified in good faith by vote of the Members; or*
- (c) *The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors a committee thereof, or the Members.*

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies the contract or transaction. No Member, Director or officer of the Corporation shall be liable or accountable to the Corporation or to any of its Members or creditors or to any other person either for any loss to the Corporation or to any other person or for any gains or profits realized by such Member, Director, or officer, by reason of any contract or transaction as to which clauses (a), (b), or (c) above are applicable.

9.5 Power to Become a Partner. The Corporation may become a partner in any general or limited partnership or in any joint venture or in any other enterprise organized for the purpose of accomplishing any of the purposes contained in the Articles of Organization or these By-Laws.