

BY-LAWS of THE JAMAICA POND ASSOCIATION

The name of this organization shall be the Jamaica Pond Association.

ARTICLE 1, PURPOSES.

The purposes of this Association shall be to protect and promote the best interests of the residents of the area hereinafter set forth; to promote and strive for the improvement and betterment of all public facilities and services within said area; to promote and encourage a better community and civic spirit and to foster goodwill and friendship among all the residents of said area; to make recommendations to, and to cooperate with, city, state and federal officials; and to work with other civic and public organizations for the general welfare of Jamaica Plain.

ARTICLE 2, BOUNDARIES.

The area to be covered and encompassed by the activities of the Association shall be bounded pursuant to the attached map, entitled "[Jamaica Pond Association Area](#)," dated August, 1998.

ARTICLE 3, MEMBERSHIP.

Section 1. All adult residents of the area defined in Article 2 and, upon the approval of the board of directors, other adults eighteen years of age and over who have demonstrated a continuing interest not only in the welfare of the area but also support for the Association, are eligible for membership. A family membership shall include as members of the Association with full privileges all adults eighteen years old or over, who are members of a single family residing at one address in the area defined in Article 2.

Section 2. All members of the Association shall be eligible to vote at the Annual Meeting on all matters properly before the meeting, provided, however, that the member's dues shall have been paid in full at least 30 days prior to the Annual Meeting.

ARTICLE 4, MANAGEMENT OF THE AFFAIRS OF THE ASSOCIATION, BOARD OF DIRECTORS, OFFICERS.

Section 1. The affairs of the Association shall be managed by the board of directors of the Association, all members of which shall be members of the Association whose dues are paid in full.

Section 2. The Association's officers shall be as follows:

- a. Chair;
- b. First Vice Chair;
- c. Second Vice Chair;
- d. Treasurer; and,
- e. Clerk.

Each officer shall be a member of the Association whose dues have been paid in full.

Section 2. The Chair shall preside at all meetings of the Association and of the board of directors, shall be a member ex-officio of all special committees, and shall perform such other duties as may be prescribed by the board of directors.

Section 3. The first Vice Chair, or if he or she is unable to act, the Second Vice Chair, shall act in place of the Chair whenever the Chair is not present or otherwise is unable to carry out the duties assigned to that office.

Section 4. The Treasurer shall be the custodian of all the funds of the Association. Upon authorization by a majority vote of the board of directors, the Treasurer shall pay bills against the Association. The Treasurer shall receive any and all funds collected by the Association, shall keep a record of such receipts and of all disbursements and shall perform such other duties as may be prescribed by the board of directors. The books of the Treasurer shall be submitted to an Auditing Committee of the board of directors upon direction of the Board of Directors. The Treasurer shall furnish a bond in such amount as the board of directors shall determine, the cost of said bond to be borne by the Association. The Treasurer also shall issue the bills due and shall collect same from the members of the Association. The Treasurer shall have charge of the membership file and shall notify the Clerk monthly of any charges which would affect the mailing list; shall notify all members whose memberships are terminated for default in payment of dues within ten days of such termination; shall keep a running balance of the number of members, which balance may be called for at any meeting of the board of directors; and shall prepare a list of paid-up members for the Clerk as of 30 days prior to the Annual Meeting each year.

Section 5. The Clerk shall keep a record of all regular and special meetings of the Association, the board of directors and any committees, and shall perform such other duties as may be prescribed by the by-laws.

Section 6. The board of directors shall consist of not fewer than 15 nor more than 25 members of the Association. The terms of office of the members of the board shall be three years with approximately 1/3 of the members' terms expiring at the Annual Meeting each year, except that the terms of office of the members of the board to be elected initially following the adoption of these by-laws, shall be one year for approximately 1/3 of the positions, two years for approximately 1/3 of the positions, and three years for approximately 1/3 of the positions.

Section 7. It shall be the duty of the board of directors to carry out the purposes of the Association in such manner as shall be fitting and proper. The board of directors may remove an officer or a member of the board for good cause shown which may include, without limitation, chronic lack of attendance at board meetings or failure to pay dues, provided, however, the officer or member at issue has been notified by the Clerk by first class mail, postage prepaid, mailed at least 21 days prior to the meeting at which the matter will be considered, of the date, time and place of the meeting and of the complaint against the member. The board shall fill any vacancies occurring among the officers, the board of directors or any committee by reason of death, resignation, removal or disability, and shall perform such other duties as may be set forth in the by-laws.

Section 8. The officers shall be elected at the Annual Meeting for terms of two years and they shall serve until their successors are elected and qualified.

Section 9. The officers and such other members of the board of directors as the board from time to time may determine, shall serve as the Executive Committee which may act for the board of directors between meetings only on matters not admitting of delay.

Section 10. No person holding an elective political office (other than as a member of the Jamaica Plain Neighborhood Council) or who is a candidate for nomination or election to such office may be nominated for offices in this Association. Any officer of this Association who becomes a candidate for nomination or election to an elective political office (other than to the Jamaica Plain Neighborhood Council) shall be deemed to have resigned from office in this Association upon the date his or her candidacy is filed officially. Nothing in this section shall be interpreted to bar any member of the Association from seeking political office.

ARTICLE 5, MEETINGS.

Section 1. The Annual Meeting for the election of officers and transaction of other business shall be held on the second Monday in February of each year or at such other date and time as the board of directors may designate.

Section 2. Other meetings may be called at the discretion of the board of directors or upon the written request of at least 10% of the members of the Association whose dues have been paid in full.

Section 3. Notice of all general membership meetings shall be mailed, postage prepaid, delivered by messenger, or, for Association members for whom the Association has e-mail addresses, e-mailed, by the Clerk to every member whose dues have been paid in full, at least one week in advance of any such meeting (as amended by vote at the May 7, 2018, annual meeting).

ARTICLE 6, QUORUM.

Section 1. Ten percent of the membership whose dues have been paid in full but not fewer than 30 members whose dues have been paid in full shall constitute a quorum for transaction of business by the Association.

Section 2. Nine members of the board of directors shall constitute a quorum for the transaction of business by the board of directors.

ARTICLE 7, DUES.

The initial annual dues for membership in the Association shall be \$10 for an individual or family membership; \$15 for each donor membership; and \$25 for a sponsor membership, payable at the close of the Annual Meeting or at such other date as the board of directors shall determine. Members may transfer from one class of membership to another at the end of any year by paying the dues in the other class, there being no obligation from year-to-year to continue in the same class of membership. The board of directors from time to time may increase or decrease the amount of the dues as they determine may be in the best interests of the Association.

ARTICLE 8, NOMINATIONS.

At least 60 calendar days before the Annual Meeting, the board of directors shall appoint a Nominating Committee of not less than five members of the board of directors to nominate officers and a board of directors for election at the Annual Meeting. The Nominating

Committee shall report its nominations to the Clerk at least 30 calendar days before the Annual Meeting; and the Clerk shall mail or deliver the names of the persons so nominated with the notice of the Annual Meeting. Additional nominations may be made upon the written petition of any ten or more members whose dues have been paid in full not less than 30 days prior to the meeting, submitted to the Clerk at any time before the Annual Meeting is called to order.

ARTICLE 9, COMPENSATION AND EXPENSES.

Officers and directors of the Association shall receive no salary or other compensation for the performance of their duties as officers of the Association but officers may receive allowances for expenses incurred or reimbursement for actual expenses incurred as officers in the conduct of the business of the Association.

ARTICLE 10, NEGOTIABLE INSTRUMENTS; LIABILITIES.

Section 1. All bills payable, notes, checks or other negotiable instruments of the Association shall be made in the name of the Association and shall be signed by the officers designated in these by-laws. No officers or agent of the Association either singly or jointly with others shall have the power to make any bill, payable, note, check, draft or warrant or instrument, negotiable or otherwise, or endorse the same in the name of the Association or contract or cause to be contracted any debt, liability, or litigation in the name or in behalf of the Association except as in these by-laws expressly prescribed and provided or as duly authorized by a vote of the board of directors. Funds received, held and administered by this Association shall be so received, held and administered in accordance with the directions and the expressed wishes of the grantor, to the extent that said directions and wishes do not conflict with applicable law or the purposes of the Association stated in these by-laws.

Section 2. The members, directors and officers of the corporation shall not be liable personally for any debt, liability or obligation of the Association. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Association, may look only to the funds and property of the Association 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 Association.

ARTICLE 11, PARLIAMENTARY AUTHORITY.

The parliamentary authority in all cases consistent with these by-laws shall be Robert's Rules of Order.

ARTICLE 12, DISSOLUTION.

Upon the dissolution of the Association, the net assets remaining, if any, shall be distributed only to organizations existing exclusively for scientific, educational or charitable purposes.

ARTICLE 13, AMENDMENTS.

These bylaws may be amended by a two-thirds vote of the membership present and voting, provided there is a quorum as set forth in Article 6, at either a business meeting of the Association called for the purpose, or at the Annual Meeting. The amendment to be considered at such a meeting first must be recommended by the board of directors or first must have been presented to the board of directors with the signatures of 10% percent of the membership whose dues have been paid in full. In either case, the board of directors shall cause a copy of the amendment with the call for the meeting to be sent to every member at least one week previous to the date of the meeting.

Approved at the February 2, 1999, meeting of the Association, as amended by vote of the Association at the May 7, 2018, meeting of the Association.