

BEACON HILL CIVIC ASSOCIATION, INC.

BY-LAWS

As amended through May 21, 2012

ARTICLE I

Name, Location, and Purposes

The name, the location of the principal office, and the purposes of the corporation shall be as set forth in the articles of organization, as from time to time amended, and these by-laws, the powers of the corporation and of its directors and members, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the articles of organization.

ARTICLE II

Membership

1. There shall be such classes and types of membership as the board of directors may from time to time establish.
2. The board of directors may fix the amount of annual dues for each class of membership. Unless the board of directors shall have made other provisions in respect thereof, all property owners and residents on and near Beacon Hill and all persons interested in its welfare shall be eligible for membership in the corporation and, upon paying the dues fixed for the current year, shall be entitled to all rights and privileges of membership.
3. Any member may resign at any time by filing a written resignation with the clerk. Any firm, person, corporation, association, or trust otherwise eligible for membership may be denied or removed from membership by a majority vote of the whole board of directors for any reason it may deem sufficient.

ARTICLE III

Meetings of Members

1. All meetings of the members shall be held in Massachusetts at such place as is stated in the call or notice.
2. Each spouse/domestic partner in a paying membership category of "family" or higher is considered a "member" in connection with meetings of "members."
3. The annual meeting of the members shall be held on the third Monday in the month of May, or on such other date, and at such hour and place or on such other date as may be determined by the board of directors. Purposes for which an annual meeting is to be held additional to those prescribed by law, by the articles of organization, and by these by-laws may be specified by the president or the board of directors. If such annual meeting is omitted on the day herein provided therefore, a special meeting may be held in lieu thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting.
4. Special meetings of the members may be called by the president, the clerk, or twenty-five percent of the directors or as otherwise required by law.
5. A written notice of each meeting of members, stating the place, day, and hour thereof, and the purposes for which the meeting is called, shall be given by the clerk at least seven days before the meeting to each member personally or by leaving such notice with him/her or at his/her residence or usual place of business, or by mailing it, postage prepaid, addressed to such member at his/her address as it appears upon the books of the corporation, or by such other means of communication as may be permitted by law. In case of the death, absence, incapacity, or refusal of the clerk, such notice may be given by any other officer or by a person designated either by the clerk or by the person or persons calling the meeting or by the board of directors. No notice of the time, place, or purpose of any regular or special meeting of the members shall be required if every member or his/her attorney, hereunto authorized, by a writing which is filed with the records of the meeting, waives such notice.
6. At any meeting of the members, forty members shall constitute a quorum for the consideration of any question, but a fewer number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the members represented thereat shall, except where a larger vote is required by law, by the articles of organization, or by these by-laws, decide any question brought before such meeting.

7. Each member shall have one vote. Members may vote only in person and not by proxy.

ARTICLE IV

Nominations

At least thirty days before the date fixed for the annual meeting of the members, the president, upon the advice and consent of a nominating committee appointed by the president and consisting of seven members, three of whom may currently be serving as a member of the board of directors, shall nominate candidates for the various offices to be voted upon by the members at their annual meeting. The president shall deliver the report nominating officers and directors to the clerk who shall transmit the report to the board of directors. The clerk shall include such report with the notice of the annual meeting (or special meeting in lieu thereof) of the members. Additional nominations may be made by the members if a notice in writing, signed by no fewer than ten members, giving the names of such additional nominees, has been filed with the clerk not later than ten days prior to the date of such meeting; provided, however, that in the event notice of such meeting has been mailed to members less than fourteen days prior to the date of such meeting, additional nominations may be made from the floor without filing a written notice with the clerk in advance of the meeting.

ARTICLE V

Board of Directors

1. There shall be a board of directors of no fewer than twelve nor more than thirty five directors elected by the members by ballot at the annual meeting of the members, or at a special meeting in lieu thereof. Each director shall be a member. Subject to law, to the articles of organization, and to the other provisions of these by-laws, each director shall hold office until the next annual meeting of the members and until his/her successor is chosen and qualified, or until such director sooner dies, resigns, is removed, or becomes disqualified.
2. The board of directors shall have and may exercise all the powers of the corporation except such as are conferred upon the members by law, by the articles of organization, and by these by-laws.
3. Regular meetings of the board of directors may be held in such places, within or without the Commonwealth of Massachusetts, and at such times as the board may

by vote from time to time determine, and no notice shall be required for any regular meeting held at a time and place fixed in advance by the board of directors if notice of the times and places so fixed for regular meetings shall have been given, within the same calendar year, in writing to each director by leaving such notice with him/her or at his/her residence or usual place of business, or by mailing it, postage prepaid, addressed to such director at his/her address as it appears upon the books of the corporation.

4. Special meetings of the board of directors may be held at any time and at any place, within or without the Commonwealth of Massachusetts, when called by the president, the clerk, or twenty-five percent of the directors, reasonable notice thereof being given to each director by the clerk or, in case of the death, absence, incapacity, or refusal of the clerk, by the president or the directors calling the meeting, or at any time without call or formal notice, provided all the directors are present or waive notice thereof by a writing which is filed with the records of the meeting. In any case, it shall be deemed 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/her at his/her usual or last known business or residence address.
5. A majority of the directors then in office shall constitute a quorum for the transaction of business, but a fewer number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the directors in attendance thereat shall, except where a larger vote is required by law, by the articles of organization, or by these by-laws, decide any question brought before such meeting.

ARTICLE VI

Committees

The board of directors, or the president with the approval of the board of directors, may establish such committees and appoint their respective chairs, as it desires, including an executive committee to which may be delegated from time to time and until further order of the board of directors any or all of the powers of said board in connection with the management of the affairs of the corporation. Such committees may be temporary or continuing, shall act under the supervision of the board of directors and shall act with respect to such special or general problems as the board of directors may from time to time determine. Members of such committees may be removed at any time with or without cause and any committee may be terminated at any time by the board of directors.

ARTICLE VII

Officers

1. The officers shall be a chair of the board, a president, a treasurer, a clerk, and such other officers as the board of directors may in their discretion from time to time appoint. The chair of the board, the president, the treasurer, and the clerk shall be chosen at the annual meeting of the members.
2. The chair of the board, the president, and the treasurer shall be directors. The clerk shall be a resident of Massachusetts but need not be a director. So far as is permitted by law, any two or more offices may be held by the same person. Subject to law, to the articles of organization, and to the other provisions of these by-laws, each officer shall hold office until the next annual meeting of the members and until a successor is chosen and qualified, or until such officer sooner dies, resigns, is removed, or becomes disqualified. Each officer shall, subject to these by-laws, have in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to the office, and such additional duties and powers as the board of directors shall from time to time designate.

ARTICLE VIII

Chair of the Board

The chair of the board, except as otherwise voted by the board of directors, shall preside at all meetings of the members and of the board of directors at which the chair is present and shall have such other powers and duties as the board of directors shall from time to time designate. In the event of absence or disability of the chair of the board, the president shall perform the duties of the chair of the board.

ARTICLE IX

President

The president shall be the chief operating officer of the corporation and, subject to the control of the board of directors, shall have charge of carrying out the policies of the corporation. The president shall oversee the internal administration of the corporation and shall report regularly on the activities of the corporation to the board of directors.

Article X

Treasurer

The treasurer shall be the chief financial officer of the corporation and shall, subject to the direction and control of the board of directors, have general charge of the financial

affairs of the corporation and the care and custody of its funds, securities, and valuable papers, except his or her own bond, if any is required, and except records and documents required hereby or by vote of the directors to be kept by some other person. If required by vote of the board of directors, the treasurer shall give bond in such form and with such sureties as the board of directors may require. The treasurer shall keep or cause to be kept accurate books of account available at all reasonable times to inspection by any director. The treasurer shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations and orders for the payment of money to the corporation, and to accept drafts on its behalf. If at any time the treasurer is absent or unable to serve, the assistant treasurer, if one shall have been elected, shall have all of the powers given to the treasurer by these by-laws.

ARTICLE XI

Clerk

1. The clerk shall keep the articles of organization, an attested copy of the articles of organization and articles in amendment of said articles and of these by-laws, with a reference on the margin of these by-laws to all amendments thereof, and a true record of all meetings of members and of the board of directors in a book to be kept therefor, which book shall be open at all reasonable times to the inspection of any member. In the absence of the clerk at any such meeting a temporary clerk shall be chosen, who shall record the proceedings of such meeting in the aforesaid book.
2. The clerk shall also keep or cause to be kept the membership books of the corporation, which shall contain a complete list of all members and their residences, at an office of the corporation in the Commonwealth of Massachusetts for the inspection of the members.

ARTICLE XII

Resignations and Removals

Any director or officer may resign at any time by mailing, hand delivering, or emailing his or her resignation in writing to the board of directors, president, or clerk at the office of the corporation. The members may, with or without cause, by vote of two-thirds of the members present in person at any meeting called for the purpose, remove from office any director or directors, the chair of the board, the president, the treasurer, or the clerk. The board of directors may, with or without cause, by a majority vote of the whole board of directors, remove from office any officer appointed by the board or terminate or modify the authority of any such officer or agent. The board of directors may, by a majority vote of the whole board of directors, remove from office any director or other officer for any reason it may deem sufficient.

ARTICLE XIII

Vacancies

If the office of any director, the chair of the board, the president, the treasurer or the clerk becomes vacant, by reason of death, resignation, removal or disqualification, a successor may be elected by the members at a meeting called for the purpose, which may be the same meeting at which a former holder of such office was removed, or in the absence of such election by the members, a successor may be elected by the board of directors by a vote of a majority of the directors then in office. If the office of any other officer thus becomes vacant, the board of directors may elect or appoint a successor, by vote of a majority of the directors present and voting. Each such successor shall hold office for the unexpired term. The board of directors shall have and may exercise all its powers notwithstanding the existence of one or more vacancies in its number as fixed by the members provided there be at least two directors in office.

ARTICLE XIV

Personal Liability and Indemnification

1. 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.

2. To the extent not otherwise covered by any insurance, the corporation shall, unless otherwise prohibited by law, indemnify any past or present director, officer or employee or any person who may have served at its request as a director or officer of another corporation, against any and all expenses and liabilities actually, reasonably and necessarily incurred by or imposed on such person in connection with any claim, action, suit, or proceeding to which he or she is a party by reason of being or having been such director, officer, or employee; provided, however, that the corporation shall not, except as otherwise determined by the board of directors, be obligated to indemnify any person in relation to matters as to which such person: (a) shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense; (b) shall not have acted in good faith in the reasonable belief that such person's action was in the best interest of the corporation, as determined by the board of directors in its sole discretion; or (c) or where the person is adverse to the corporation.
3. The corporation shall have the option to undertake the defense of any director, officer, or employee and any additional expense incurred by such person in connection with any other counsel engaged by such person shall not be indemnified under this Article unless authorized by the board of directors. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee, provided that any compromise or settlement shall be reimbursed only if approved by the board of directors. The corporation may advance expenses to any director, officer, or employee provided, however, that such director, officer or employee has provided an undertaking to repay or to reimburse such expense if it shall be determined or adjudicated that such person is not entitled to indemnification under this Article.
4. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.
5. The provisions of this Article shall be binding to the same extent as if they were agreed to in a written contract between the corporation and each person for whom indemnification or reimbursement is provided in this Article. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.
6. Nothing herein contained is extended to, or shall prevent a settlement by the corporation prior to a final adjudication of any claim, including claims for

reimbursement or indemnification under this Article, against the corporation when such settlement appears to be in the best interests of the corporation.

7. The indemnification provided in this Article shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of any other rights to which any person may be entitled.
8. No director or officer of the corporation shall be liable to anyone for making any determination as to the existence or absence of liability of the corporation hereunder or for making or refusing to make any payment hereunder in reliance upon advice of counsel.

ARTICLE XV

Seal

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

ARTICLE XVI

Execution of Papers

Except as the board of 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, adopted or endorsed by the corporation shall be signed by the president or the treasurer.

ARTICLE XVII

Fiscal Year

Except as from time to time otherwise prescribed by the board of directors, the fiscal year of the corporation shall be the year ending June 30.

ARTICLE XVIII

Amendments

These by-laws may be amended or repealed, and new by-laws may be adopted, by the vote of two thirds of the members present at any annual meeting (or special meeting in lieu thereof) of members or at any special meeting of members called for the purpose.