

GOVE STREET CITIZENS ASSOCIATION
BYLAWS OF THE GOVE STREET CITIZENS ASSOCIATION
(Revised and Board Approved October, 2019)
(Approved by Members of GSCA November 25, 2019)

ARTICLE I. NAME, PURPOSE, AND BOUNDARIES OF ORGANIZATION

SECTION 1. NAME

The name of this organization shall be the *Gove Street Citizens Association*, (“GSCA”) and will be comprised of an Executive Board (“Board”) of elected Directors and Members, as set forth below.

SECTION 2. PURPOSE

A program for neighborhood groups and associations has been established throughout the City of Boston in conjunction with the Mayor’s Office of Neighborhood Services, as a public association in an effort to allow communication between the neighborhoods and City Departments. The GSCA is organized to allow the surrounding community affected by land use, development, licensing matters, and quality of life issues, to voice their opinions and to work with the GSCA and developers, home owners, elected officials and City Departments on projects or issues affecting their community. The GSCA will provide appropriate representation of abutters, homeowners, and residents at all Boston Zoning Board of Appeals hearings, Licensing matters, and Boston Planning and Development Agency Projects. The Goal of the GSCA is to provide transparency of all project issues, both positive and negative, while working with both developers/owners and residents for the best outcome for the community. Through this process the GSCA will act as an advisory board on municipal issues to the City of Boston. To achieve this purpose, the Board shall hold board meetings and monthly meetings of GSCA Members (“Meeting”) as set forth below.

SECTION 3. BOUNDARIES

The GSCA shall have jurisdiction over the expanded Ward 1, Precinct 2 area of East Boston within the boundaries as set forth in Appendices 1 and 2 (“Boundaries”) (jurisdictional map and list of streets and house numbers included). Within the jurisdictional boundaries listed, GSCA reserves the right to hear all applications, and issue opinions, concerning all matters appearing before the Boston Zoning Board of Appeals, Boston Planning and Redevelopment Agency, Boston Licensing Board, and/or similar government organizations, and issues that will affect the quality of life in the East Boston neighborhood.

ARTICLE II. POWERS AND RESPONSIBILITIES OF THE BOARD AND OFFICERS

SECTION 1. DIRECTORS AND OFFICERS

The Board shall be comprised of elected Directors, from which the Board will choose a President, Secretary, and other Officers as necessary. The Board may designate persons or

groups as advisors and may form committees, who may serve at the instruction and pleasure of the Board.

SECTION 2. ELIGIBILITY AND ELECTION

Directors shall be elected from the general Members of the GSCA by majority vote of the Members. Elections shall be held on an as necessary basis, including to fill vacancies, as determined by the Board. Only Directors shall be eligible to serve as Officers, and the Board will appoint Officers by majority vote of the Board. Directors and Officers shall serve until they resign or are removed.

SECTION 3. POWERS

Except as otherwise provided herein, the Board shall have the broadest powers allowable to a board of directors under Massachusetts law. The Board shall hold board meetings at its discretion. Officers shall have the powers and perform the duties customarily belonging to their respective offices, including as set forth below:

- 1) The President shall preside over all meetings, set the agendas for such meetings, and arrange for and invite guest speakers as necessary;
- 2) The Secretary shall keep records of all board meetings and Meetings as far as practicable and report thereon;
- 3) Generally, all Officers, including Board-created positions not explicitly referenced herein, shall perform duties as determined by the Board.

SECTION 4. NO COMPENSATION

No Director shall receive or accept any compensation for serving as a Director and/or Officer. Reimbursement of certain expenses incurred on behalf of GSCA may be approved by the Board on a per item basis.

SECTION 5. RESIGNATION AND REMOVAL

Any Director and/or Officer may resign at any time by giving notice to the Board. Any Director and/or Officer may be removed for cause by either 1) a majority vote of the Board at a board meeting, provided that the Director and/or Officer is given at least seven days' notice of the proposed action and reason therefore, and an opportunity to be heard at the meeting; or 2) a majority vote of the Members at a Meeting, provided that the Director and/or Officer is given notice of the proposed action and reason therefore at the prior Meeting, and an opportunity to be heard by Members prior to votes being cast. With regard to the latter method, a Member must propose a special election for the purpose of voting to removing a Director and/or Officer at the prior Meeting, and a majority of the Members must first vote during the same prior Meeting in favor of holding such a special election at the next Meeting before such special election can occur. Except as otherwise set forth herein, the Board shall have final authority over any procedural ambiguity.

SECTION 6. WAIVER OF FIDUCIARY DUTIES AND EXPRESS EXEMPTION OF LIABILITY

To the maximum extent of the law, the Board, Directors, and Officers shall owe NO DUTIES (including fiduciary duties) and shall have NO LIABILITIES to the GSCA, the Board, other Directors or Officers, Members, or any other entity or individual.

ARTICLE III. MEMBERSHIP, MEETINGS, AND VOTING

SECTION 1. MEETINGS

Generally, the GSCA shall meet on a monthly basis as determined by the Board. Currently, the Board has determined monthly Meetings to be held on the 4th Monday of each month at 6:30PM. All Meetings are open to the general public. In the event of a Holiday on the 4th Monday of the month, the Meeting will then be moved to the 4th Tuesday of the month (next day). To the extent practicable, the Board shall, at its discretion, post notice of the time and place for the Meetings by means reasonably calculated to provide the community with prior notice of such Meetings. The GSCA will use best efforts to publish a monthly agenda on its website prior to each Meeting. The Board has discretionary authority as to scheduling Meetings, including the cancellation and/or rescheduling of Meetings for any reason. The Board shall have discretionary authority as to all procedural formalities, with the President presiding, for each Meeting. A Special Meeting may be called by a majority of Members on any topic as necessary; the Board shall have discretion as to the scheduling and procedure of any Special Meeting.

SECTION 2. ELIGIBILITY FOR MEMBERSHIP

While Meetings are open to the general public, Members: 1) must be eighteen (18) years of age; and 2) must live within the Boundaries. Property owners who do not reside in the property they own are not considered to live within the Boundaries and cannot be Members. Members may vote for the election and removal of Directors and/or Officers, and as otherwise set forth herein, and may be eligible for voting on proposed projects as set forth below.

SECTION 3. ELIGIBILITY FOR VOTING ON PROJECTS

Any individual in attendance at a Meeting may be recognized by the President and/or Board to voice their opinion on a project or other matter. However, an individual may only vote on a project at a Meeting if he/she satisfies ALL of the following criteria (unless otherwise provided herein): 1) he/she qualifies as a Member as defined above; and 2) he/she has attended at least 2 of the prior 4 Meetings. Alternatively, an individual may satisfy the latter attendance requirement by attending at least 2 Meetings where the specific project at issue is presented (the Meeting where a vote will be held can be counted as 1 of the required 2 Meetings). An abutter, as defined by Massachusetts law, who is a resident in the property that abuts a proposed project shall be entitled to vote on such project regardless of the otherwise applicable Boundary and meeting attendance requirements, provided that such abutter can provide satisfactory proof of abutter status to the Board at the Meeting. For example, an abutter who resides at a property not within the Boundary but abuts a project in the Boundary may vote on that project. Similarly, an abutter

may vote on an abutting project irrespective of his/her attendance at prior meetings. An example of satisfactory proof of abutter status is a notice from an agency of the Commonwealth of such abutter status with respect to the project at issue. The Board shall keep track of Member attendance for voting purposes via a sign-in sheet or similar method at Meetings, but it is each Member's own responsibility to sign-in at each Meeting to obtain voting eligibility. Each eligible Member shall have only 1 vote, and proxy voting is not permitted. The Board has discretionary authority on determining any Member's voting eligibility.

SECTION 4. VOTING PROCEDURE

The Board will have discretionary authority as to when a vote will be held for any particular project. Voting will generally be held on a project after a presentation at two different Meetings, with the vote to be held after the second presentation at the second Meeting. The Board shall provide guidelines regarding presentation requirements, including deadlines for submission of presentation materials for project applicants, who shall work in good faith with the Board to satisfy such requirements. The Board may, at its discretion, deny a vote on any project, including on the basis that the project applicant failed to comply with presentation requirements. The Board will inform the project applicant and Members that a vote will be held for any particular project at or before the onset of the voting Meeting, including via the monthly Meeting agenda, if possible. Prior to casting a vote, all eligible voting Members must: 1) sign in on the sign-in sheet or via similar method as approved by the Board; and 2) present themselves to the Director/Officer in charge of verifying eligibility, who will check attendance records and/or otherwise confirm voting eligibility. Voting will be cast by written ballot. Each eligible voting Member will be issued a ballot, on which he/she may vote "support" (Yes) or "opposition" (No) on a project and/or agenda item. Votes will be counted and the result announced before the close of the Meeting. As appropriate, a corresponding Decision or Recommendation by the GSCA shall be drafted and sent by the Board to the applicable City/State agencies as part of the community outreach process.

SECTION 5. CONFLICTS OF INTEREST

Any Member otherwise eligible to vote who has a personal financial interest in any particular project shall be disqualified from voting for that project UNLESS such Member publicly discloses at the voting Meeting the existence and nature of such financial interest prior to the completion of the discussion for that project. The Board has discretionary authority as to the adequacy of the disclosure, and the Board may invalidate, including retroactively, any vote on this basis at its discretion. The President or presiding Officer shall reserve a brief period during the discussion for each project for the disclosure of conflicts of interest.

ARTICLE IV. AMENDMENT OF BYLAWS

The Board shall have exclusive authority to determine the timing and content of amendments to these Bylaws. Amendments are to be agreed to by a majority of the Board and subsequently presented to the Members at a Meeting. The Members shall vote at the next Meeting, or at a time determined by the Board, whether to approve the amendments, which do not go into effect until a majority of both the Board and the Members at a Meeting have approved.

APPENDICES

APPENDIX I – GSCA Expanded Ward 1, Precinct 2 Oversight Area Map

APPENDIX II – Streets and House Numbers in GSCA Area

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Updated October 2019

STREETS AND HOUSE NUMBERS IN GSCA AREA

<u>STREETS</u>	<u>HOUSE NUMBERS</u>
BREMEN	62 to 135
COTTAGE	86 to 194
FRANKFORT	8 to 80
GENEVA	10 to 52
GOVE	142 to 174
LAMSON	(even side only) 36 to 46
LUBEC	55 to 85
MAVERICK	159 to 307
MCKAY PLACE	2 and 9
ORLEANS	78 to 175
PORTER	156 and 191