



PROPOSED NEW OFFICIAL BY-LAWS
May 2010

FOR THE FRIENDS OF CHRISTOPHER COLUMBUS PARK, INC.
P.O. Box 130285
Boston, MA 02113
info@foccp.org
www.foccp.org

CONTENTS

Article I.	GENERAL PROVISIONS ORGANIZATIONAL NAME LOCATION PURPOSE & MISSION INCORPORATION ETHICS OFFICIAL SEAL FISCAL YEAR
Article II	MEMBERSHIP MEMBERS MEMBERSHIP MANAGEMENT
Article III	MEETINGS OF THE MEMBERSHIP PLACE MEETINGS NOTICE QUORUM VOTING PROCESS CONDUCT OF MEETINGS ELECTIONS
Article IV.	GOVERNANCE ENUMERATION OFFICERS DIRECTORS MEETINGS OF THE BOARD QUORUM CONFLICT OF INTEREST POSITIONS, POWERS & DUTIES
Article V	COMMITTEES STANDING COMMITTEES AD HOC COMMITTEES CHAIRPERSONS, PROCEEDINGS & MEETINGS
Article VI	EXPENDITURES & INVESTMENTS PURPOSE OF EXPENDITURES INVESTMENTS
Article VII	AMENDMENT OF BY-LAWS
Article VIII	INDEMNIFICATION

Note: Page numbers will be sync'd in the final published document.

ARTICLE I GENERAL PROVISIONS

Section I.1 ORGANIZATIONAL NAME

The formal name of the Organization shall be;

“Friends Of Christopher Columbus Park, Inc.”

The short name, for purposes of this document and all other correspondence, shall be;

“FOCCP”

Section I.2 LOCATION

I.2.1 The location of FOCCP shall be in Boston, Massachusetts, within the area surrounding Christopher Columbus Park, (The Park) (aka; Waterfront Park) as constituted by the neighborhoods known as The North End, The Waterfront District and The Financial District.

I.2.2 The Board of Directors (hereafter referred to as the Board), as a matter of convenience and necessity, shall establish the principal office of business and contact for FOCCP.

Section I.3 PURPOSE & MISSION

I.3.1 The Purpose of FOCCP shall be to encourage, promote, enhance and coordinate efforts of residents, neighbors, area businesses and institutions, and the Department of Parks and Recreation of the City of Boston (Park Landlord) in promoting, improving, maintaining and utilizing Boston’s Christopher Columbus Park.

I.3.2 The Mission of the FOCCP is to further the utilization, restoration, protection, preservation, care, maintenance, enhancement, and improvement of The Park known as “Christopher Columbus Park”, and/or the “Waterfront Park.”

I.3.3 The FOCCP shall act as a base of support for The Park in assisting the City of Boston Park Management Staff, by:

I.3.3.1 Monitoring and recommending improvements and upgrades to infrastructure, maintenance and operations.

I.3.3.2 Raising funds and accepting donations to aid Park operations.

I.3.3.3 Serving as a link between the Park and surrounding community constituents.

I.3.3.4 Maintaining and sustaining certain perennial gardens.

I.3.3.5 Planning, promoting and executing various events and activities so as to enhance the value of the Park within the Community.

PROPOSED NEW BYLAWS OF THE FRIENDS OF CHRISTOPHER COLUMBUS PARK, INC.

I.3.4 Consistent with the Purpose and Mission, the Motto for the FOCCP shall be:

“A Park For All Seasons”.

The Motto shall be used, where applicable, on all official FOCCP correspondence, literature and promotional material (i.e.: banners).

Section I.4 INCORPORATION

I.4.1 The purposes of the Corporation are exclusively non-profit, as set forth in the Articles of Incorporation and formation as a Non-Profit, Section 501 (c)(3) Federal Internal Revenue Code (IRC) entity. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the IRC. The Organization shall not engage in any transactions described as ‘prohibited’ by the IRC relating to the exemption of income and profit taxes.

I.4.2 The Organization shall be a perpetual non-profit corporation with all Members, Officers and Directors serving without payment for services rendered. No part of the assets of the Organization shall be used for the benefit of, or to be distributed to any member, member entity, or any type of member organization. Upon any dissolution of the Corporation, any and all assets shall revert to the Park Landlord for exclusive use for the upkeep and betterment of The Park.

Section I.5 ETHICS

I.5.1 The Organization shall not engage [elicit, partner, sponsor, support, advertise] with any commercial (For Profit) or political (For Gain) entity for the purpose of furthering the objectives or benefits of that commercial or political entity.

I.5.2 The Organization may engage with commercial or political entities only for the purposes of furthering the Organization’s objectives (i.e.; fundraising) in terms of acknowledging the external support or, the realization of benefit from the relationship.

I.5.3 The Organization may partner with any non-profit or Governmental entity providing there is an acknowledged benefit to the Organization (i.e.; enhancement of the neighborhood, or, quid-pro-quo arrangements).

I.5.4 The Organization’s scheduled activities (in the Park or surrounding Community), and/or meetings shall not be used for support of any commercial or political entity other than acknowledgement of sponsorship of the Organization by that commercial or political entity.

I.5.5 Individual Members shall not use the FOCCP Organization, or its name or goodwill, to further any commercial or political entity, or for personal commercial or political benefit.

I.5.6 Officers, Directors and Members are obliged to alert the Board, via message, to any perceived or obvious violations or questionable practices.

Section I.6 OFFICIAL SEAL

The Seal shall be circular in form with the name of the Corporation around the periphery and the year (2001), and state of the incorporation (Commonwealth of Massachusetts) within or in such other form as may be approved by the Board from time to time. The keeper of the Seal shall be the Clerk.

Section I.7 FISCAL YEAR

The fiscal year of the Organization shall commence on the first day of January of each year or such other date as the Board may determine.

ARTICLE II MEMBERSHIP

Section II.1 MEMBERS

II.1.1 Membership in the FOCCP shall be open to all individuals, families, community organizations, businesses, professional offices and institutions interested in the Park. Membership shall be open to all adults of voting age, and, non-discriminatory regardless of race, creed, color, sex or religion.

II.1.2 FOCCP shall be a dues based Organization.

II.1.2.1 Members shall be the persons who have paid the dues set by the Board for the current fiscal year. Dues shall be set as determined by a majority vote of the Board. Members may resign or leave the FOCCP at any time; however, paid dues are not refundable unless determined by vote of the Board.

II.1.2.2 Members whom are current with payment of dues shall be considered as Members in Good Standing. Each Member in Good Standing shall be entitled to one vote at any General Membership Meeting.

II.1.2.3 All Members shall pay dues according to a schedule as proposed by the Membership Committee, determined by the Board, and published to the Members on an annual basis.

Section II.2 MEMBERSHIP MANAGEMENT

II.2.1 The Board shall have the power, by means of a two-thirds vote, to remove from Membership in the Group any Member for conduct deemed prejudicial to the Group; provided, however, that such Member shall have been given at least two weeks notice that a resolution for removal will be submitted. The Member may submit a written request to the Board for reconsideration of the matter.

II.2.2 The management and maintenance of all current Members pertinent data and dues status, and the recruitment efforts to expand the FOCCP, is the responsibility of the *Chair of the Membership Committee*.

ARTICLE III MEETINGS OF THE MEMBERS

Section III.1 PLACE

All meetings of the members shall be held at a location within the city of Boston determined by the Board. In selecting the location for a general membership meeting, the Board shall seek a location within the North End neighborhood of Boston or as close thereto as practical.

Section III.2 MEETINGS

III.2.1 The Annual Meeting shall be held on the second Tuesday of May of each year unless there is a conflict with a religious holiday or other event which prevents the meeting from being held on such date. In the event the Annual Meeting is not held on such date, it shall be rescheduled and called by the President as soon as thereafter possible. The agenda for the Annual Meeting will include at a minimum; elections, budget presentation, and proposed changes to the organization. All Members in Good Standing shall be encouraged to be in attendance in consideration of the importance and gravity of the matters typically presented in this forum.

III.2.2 General Membership Meetings shall be held monthly at a regularly scheduled time and place that is deemed convenient to the Members. General Meetings may be cancelled or postponed by the Board due to weather or seasonal considerations. The *Website and Internet Communications Committee* will provide timely notification of meeting details and changes to the General Membership Meetings.

III.2.3 Special Meetings

The Clerk, or in the case of non-availability, any other Officer, shall call a special meeting of the members upon request by the President, or request by (1) by one-third of the members of the Board, or (2) by ten percent (10%) of the Membership, or twenty members. Business conducted in a special meeting shall be limited to the agenda/notice for the meeting.

Section III.3 NOTICE

III.3.1 It shall be the duty of the *Website and Internet Communications Committee* to send out notice of all meetings to each member at least seven days prior to the meeting stating the location, day, and hour for the meeting and the purpose thereof.

III.3.1.1 Notice shall be sent electronically or mailed to the address of the members as they appear on the official membership database of the *Membership Committee*.

III.3.1.2 Notice for annual and special meetings shall include a listing of agenda items to be considered at the meeting.

III.3.1.3 Notice for Annual Meetings shall be sent out at least thirty (30) days in advance of the meeting to allow for nomination statements of candidates to be submitted to the Clerk.

III.3.1.4 Notice for special meetings shall list the business items to be considered; business not reasonably related to the agenda items listed on the notice shall not be considered.

Section III.4 QUORUM

Attendance at a general Membership Meeting by the lesser of either; (1) twenty members in person or, (2) a majority of the total membership (including proxies) shall constitute a quorum; but a smaller number may adjourn without further notice until a quorum is present. The quorum factor applies to only meetings involving the general membership.

Section III.5 VOTING PROCESS

At all meetings of the members where matters are put to vote to the general Membership, every Member in good standing (by paying annual dues) present shall be entitled to one vote. When a quorum is present at any meeting, the vote of a majority of the members represented thereat shall, except where a larger vote may be required by these By-laws, decide any question properly brought before the meeting. Members may vote by written proxy dated not more than one month before the meeting named therein. All proxies shall be filed with the Clerk prior to the meeting.

Section III.6 CONDUCT OF MEETINGS

III.6.1 The meetings will be run in general accord with Roberts Rules of Order, or such other modifications as the Board may adopt; the Roberts Rules of Order need not be strictly adhered to, but shall constitute the basis for conducting an orderly meeting. The presiding Officer shall attempt to see that members on all sides of an issue have reasonable opportunity to be heard before a vote is called.

III.6.2 The general order of business at all Membership meetings shall be as follows:

- a. Determination of a quorum
- b. Reading of the minutes of the previous meeting
- c. Reports of Officers & Committees
- d. Unfinished Business
- e. New Business

Section III.7 ELECTION

III.7.1 Governance of FOCCP is managed by an elected Board of Officials consisting of Officers of the Corporation, and Directors of Standing Committees, and, Directors-At-Large representing the body of members. Term of office shall be no less than one (1) year with Election of Officials being scheduled for the Annual Meeting. Specific length of terms of office for each position shall be determined by the Board and ratified by the Membership.

III.7.2 There shall be no nominating committee.

III.7.2.1 Members in good standing who wish to run for election to office or a director at large position shall nominate themselves by submitting a nomination statement in writing to the clerk filed no later than fourteen (14) days prior to the annual membership meeting at which the election shall be held. Requests to be nominated shall be no longer than one page and shall include the member's name and address, and may optionally include a statement by the member in support of his or her candidacy.

III.7.2.2 Copies of all nomination statements received by the Clerk at least fourteen (14) days prior to the annual membership meeting shall be included with the notice of meeting sent to members.

III.7.2.3 Nominees are not required to be present at the annual meeting; however any nominee present may make a brief (two minute) statement to the members present. For those nominees not present, the Clerk shall read to the membership the written statement submitted, if any, by the candidate for his or her nomination.

III.7.2.4 A preprinted ballot of only nominee names shall be used at annual meetings, and the ballot shall be cast in secret and placed in a box provided by the Clerk before being counted.

III.7.2.5 There shall be no write-in votes or nominations from the floor.

III.7.2.6 Members who have received Notice of Annual Meeting, and are unable to cast a ballot in person, may vote via Absentee Ballot. A member may request an Absentee Ballot from the Clerk via e-mail up to seven days prior to the scheduled meeting. The Clerk shall e-mail or mail the Member an Absentee Ballot listing all validated Nominees/Position. The member shall indicate his or her vote and email or mail the vote to the Clerk no later than twenty-four hours prior to the scheduled start of the Meeting. The Clerk shall place all legitimate Absentee Ballots in the Ballot Box at the commencement of the election process.

PROPOSED NEW BYLAWS OF THE FRIENDS OF CHRISTOPHER COLUMBUS PARK, INC.

III.7.2.7 The Clerk shall conduct the election and count the ballots. If the Clerk is running for an office or directorship in the election, the board shall appoint another officer, director or member of the corporation to carry out the election. All members shall be permitted to view the ballot counting process, and the results of the election shall be announced immediately after the vote is tallied. The nominee with the most votes for each position shall be elected unless there is a tie, in which case there shall immediately be a run-off election between the nominees tied with the most votes.

III.7.2.8 Sponsors, Benefactors, Contributors, Advisors, and Friends of the Corporation, Persons or groups of persons designed by the board as sponsors, benefactors, contributors, advisor, friends of the corporation, or such other title as the board deems appropriate shall serve in an 'honorary capacity'. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights nor responsibilities.

III.7.2.9 Directors whom are Chairpersons of Standing Committees shall not stand for general election; Chairpersons of Standing Committees are internally elected by the members of the Committee (see: IV 3.4.1).

ARTICLE IV OFFICERS AND DIRECTORS

Section IV.1 ENUMERATION

The corporation shall be governed by a Board consisting of Officers and Directors who shall have the power and duties of a Board of Directors under Commonwealth of Massachusetts law. All Officers and Directors must be Members in Good Standing of the Organization.

Section IV.2 OFFICERS

IV.2.1 The Officers of the corporation shall consist of a President, Vice President, Treasurer and a Clerk. The Officers shall have specific responsibilities and duties of office as outlined in Section IV.7 & Section V.

IV.2.2 Except as hereinafter provided, the Officers shall hold office until the next Annual Meeting of the Members and until respective successors are elected.

IV.2.3 Officers may only occupy one Board position at a time. Officers may serve as members of operational Committees (Standing or Ad Hoc), but may not chair a Standing Committee.

Section IV.3 DIRECTORS

IV.3.1 The Directors shall include the Officers of the Corporation, the Chairperson of each Standing (but not Ad Hoc) Committee of the Organization, and at least two other Directors in the articles of organization designated as At-Large.

IV.3.2 Except as hereinafter provided, the Directors and Directors-At-Large shall hold office until the next Annual Meeting of the Members and until respective successors are elected and qualified.

IV.3.3 DIRECTORS-AT-LARGE

IV.3.3.1 There shall be a minimum of two (2) Director-At-Large positions. The Directors-At-Large shall be elected at the annual meeting of the members. Directors-At-Large shall function as direct representatives of the general Membership and, as such, shall have no other specific Board responsibilities or duties.

IV.3.3.2 Directors-At-Large may occupy only one Board position at a time. Directors-At-Large may serve as members of operational Committees (Standing or Ad Hoc), but may not chair a Standing Committee.

IV.3.4 DIRECTORS

IV.3.4.1 Excepting the Directors-At-Large, all other Directors shall be chairpersons of a designated Standing Committee as authorized by this document. Only the Members of that Standing Committee shall elect the chair of a Standing Committee. Upon internal election as chair, that Chairperson automatically assumes the position of Director and member of the Board.

IV.3.4.2 Directors may occupy only one Board position at a time. Directors may serve as members of operational Committees (Standing or Ad Hoc), but may not chair more than one (1) Standing Committee.

IV.3.5 VACANCIES

IV.3.5.1 Resignation

Any Officer or Director may resign at any time by submitting a resignation in writing to the President, or Vice President.

IV.3.5.2 Removal

Officers or Directors may be removed from their positions, with cause, by a vote of a majority of the Board. Removal shall become effective only upon the ratification of the Membership.

IV.3.5.3 Continuity

Continuing Directors may act despite a vacancy or vacancies in the Board and shall for this purpose be deemed to constitute the full Board. Vacancies in any office may be filled temporarily through appointment by discretion of the President, or, direction of the Board, and be effective until the next election.

Section IV.4 MEETINGS OF THE BOARD

IV.4.1 PLACE

Meetings of the Board shall be held in such place within the city of Boston as may be named in the notice of such meeting. Meetings shall be held in or as close to the North End neighborhood of Boston as is practical.

IV.4.2 MEETINGS

IV.4.2.1 The Annual Meeting of the Board shall be held each year immediately after and at the place of the Annual Meeting of the Members at which the election of Officers is conducted. In the event the Annual Meeting is not held on such date, a special meeting, in lieu of the annual meeting, may be held with all force and effect of an annual meeting.

IV.4.2.2 Regular meetings of the Board shall be held at least quarterly, and may be held at such times as the Board may fix. The Board shall attempt to make the time and place of its Regular meetings known to the Members by such means as it deems reasonable. Members shall, with prior knowledge of the Board, have the right to attend meetings of the Board and may be allowed to make presentation or otherwise participate at the discretion of the Board.

IV.4.2.3 Special Meetings may be called by the President, or any other two Officers and/or Directors; typically, these meeting are designated for Board specific business, and Membership need not be notified, nor participate.

Section IV.5 QUORUM

IV.5.1 A simple majority of the Board Members, then in office, shall constitute a quorum; but a smaller number may adjourn without further notice, however, no decisions are binding until a quorum is present. If a quorum is present, a majority of Board Members present may take any action on behalf of the Board except to the extent that a larger number is required by law, the Articles of Organization or these Bylaws.

IV.5.2 Action by Consent; Telephone conferences, Electronic e-mail

IV.5.2.1 Any action required or authorized at any meeting of the Directors may be taken without a physical presence at the meeting if all the Directors pre-

PROPOSED NEW BYLAWS OF THE FRIENDS OF CHRISTOPHER COLUMBUS PARK, INC.

consent to the action in writing (electronic e-mail preferred), and the written consents are filed with the records of the meeting of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

IV.5.2.2 Members of the Board or any Committee designed thereby may participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment providing all persons participating in the meeting are able to hear (or observe) each other at the same time, and participation by such means shall constitute a 'personal presence' at meeting.

IV.5.2.3 The Clerk, or in absence, the person presiding, shall keep record of all participants physically present or available in presence by electronic means as a record of attendance.

Section IV.6 CONFLICT OF INTEREST

A Director or a Board Member who is a member, stockholder, trustee, director officer or employee of any firm, corporation or association with which the FOCCP Organization contemplates contracting or transacting business shall disclose their relationship or interest to the other Directors and the Board acting upon or in reference to such contract or transaction. No Director or Board Member so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors or Board Members shall be required before the Organization may enter into such contract or transaction.

Section IV.7 POSITIONS, POWERS AND DUTIES

IV.7.1 Board of Directors

IV.7.1.1 The Board shall be responsible for the general management and supervision of the business and affairs of the Organization except with respect to those powers reserved to the members by law, the Articles of Organization, or these Bylaws. The Board may, to the extent permitted by law, delegate any of its power to Committees, subject to such limitations as the Board may impose.

IV.7.1.2 The Board may designate persons or groups for persons as sponsors, benefactors, contributors, advisors, or friends of the Organization or such other title as they deem appropriate. Such designation shall not constitute formal membership to the Board.

IV.7.2 President

IV.7.2.1 The President shall be the chief executive officer of the Organization and, as such, shall have charge of the affairs of the Organization subject to the supervision of the Board, and shall preside at all meetings when present. The

PROPOSED NEW BYLAWS OF THE FRIENDS OF CHRISTOPHER COLUMBUS PARK, INC.

President shall also have such other powers and duties as customarily belonging to the office of President as may be designated by the Board.

IV.7.2.2 The President shall have responsibility for establishing a forward direction for the future of the FOCCP.

IV.7.2.3 The President will have primary responsibility for the coordination, fulfillment and sustainability of the Standing Committees.

IV.7.3 Vice President

IV.7.3.1 The Vice President shall act in all cases for the President in the latter's absence or incapacity, and shall perform such other duties as may be required.

IV.7.3.2 The Vice President shall be the initial point-of-contact for receiving, evaluating and/or vetting any proposals, inquiries or requests for participation by the Organization that are proposed to FOCCP by Members or external entities for sponsorship or other involvement. The VP shall consider the validity and/or viability for acceptance, and refer or propose action to the appropriate party; the President, the Board, or to Committee.

IV.7.3.3 The Vice President shall have primary responsibility for the coordination, fulfillment and sustainability of formally recognized Ad-Hoc Committees.

IV.7.4 Treasurer

IV.7.4.1 The Treasurer shall be the chief financial officer of the Organization. The Treasurer shall also have such powers and duties as customarily belong to the office of Treasurer or as may be designated by the President or the Board.

IV.7.4.2 The Treasurer shall preside over meetings in the absence of the President and Vice President.

IV.7.4.3 The Treasurer shall present to the Membership, a Statement of Financial Affairs of the Organization at each Annual Meeting, and to the Board upon request of the President. Periodic (Quarterly) financial status updates shall be presented to the Members when warranted by change or circumstances.

IV.7.4.4 The Treasurer is responsible for the investment, accountability and disbursement of FOCCP funds. The Treasurer shall maintain control of all FOCCP funds, accounts and investments.

IV.7.4.5 The Treasurer shall act in an advisory capacity to Committees when requested or when necessary considering financial matters in the business of the Committees.

IV.7.4.6 The Treasurer shall be responsible for procuring, and maintaining current at all times, appropriate insurance protection for purposes of Indemnification (Article VIII), or, liability coverage for events as appropriate and responsible.

IV.7.5 Clerk

IV.7.5.1 The Clerk shall be the chief administrative officer of the Organization. The Clerk shall also have such powers and duties as customarily belong to the office of Clerk, or, as may be designated from time to time by the President or Board.

IV.7.5.2 The Clerk shall record all proceedings of meetings of the Members, and the Board, in physical or electronic format, to be kept therefore as a Record. The Clerk shall provide regular reporting of the business of those proceedings in subsequent Meetings so as to provide a continuity of process to the Organization.

IV.7.5.3 The Clerk shall have custody of the Seal of the Organization.

IV.7.5.4 The Clerk shall preside over meetings in the absence of the President, Vice-President and Treasurer.

IV.7.5.5 The Clerk shall provide for the storage and maintenance of Historic Documents and Physical Property of FOCCP. The Clerk shall be the repository for all FOCCP official documents and correspondence.

ARTICLE V COMMITTEES

Committees shall be the means by which the majority of the business and work of the Organization, through the active participation of Members, is accomplished.

Section V.1 STANDING COMMITTEES

Standing Committees shall have permanence as chartered by The Articles of Corporation, and the Bylaws of the Organization. Standing Committees shall be chaired by a Director and member of the Board, and staffed by volunteers whom are Members of the Organization.

V.1.1 The Organization shall include the following Standing Committees:

V.1.1.1 Membership Committee

The duties of the Membership Committee shall be to:

V.1.1.1.1 Plan and carry out activities focused to increase the membership of the Organization.

PROPOSED NEW BYLAWS OF THE FRIENDS OF CHRISTOPHER COLUMBUS PARK, INC.

V.1.1.1.2 Maintain and update the database of Members' contact information.

V.1.1.1.3 Organize and run the annual membership drive.

V.1.1.1.4 Make recommendations to the Board regarding the settlement and classification of dues for membership in the Organization.

V.1.1.1.5 Provide periodic status of projects and progress to the Board and to Members; provide pro forma expense budget to the Treasurer.

V.1.1.1.6 Provide input to the FOCCP Strategic Plan process in regards to ideas and projects for the future of the Membership.

V.1.1.1.7 Provide adequate and continuous notice of Committee actions, issues, publicity items and planned activities to and for the behalf of General Membership. This may be accomplished by announcements at meetings, but at a minimum, should include providing such material to the *Website and Internet Communications Committee*.

V.1.1.2 Fund-raising Committee

The duties of the Fund-raising Committee shall be to:

V.1.1.2.1 Plan, establish and conduct programs to solicit donations to the Organization.

V.1.1.2.2 Arrange and manage events to aid in such fund-raising.

V.1.1.2.3 Recommend to the Board, from time to time, the establishment of various classes of honorary membership as may seem appropriate to the aid in fund-raising.

V.1.1.2.4 Provide periodic status of projects and progress to the Board and to Members; provide pro forma expense budget to the Treasurer.

V.1.1.2.5 Provide input to the FOCCP Strategic Plan process in regards to ideas and projects for the future of Fund-Raising.

V.1.1.2.6 Provide adequate and continuous notice of Committee actions, issues, publicity items and planned activities to and for the behalf of General Membership. This may be accomplished by announcements at meetings, but at a minimum, should include providing such material to the *Website and Internet Communications Committee*.

PROPOSED NEW BYLAWS OF THE FRIENDS OF CHRISTOPHER COLUMBUS PARK, INC.

V.1.1.3 **Horticultural Committee**

The duties of the Horticulture Committee shall be to:

V.1.1.3.1 Plan, establish and maintain the perennial plants in the Rose Kennedy Rose Garden and the Crescent Shrub Garden within the Park.

V.1.1.3.2 Encourage community involvement in horticultural activities in the Park.

V.1.1.3.3 Provide periodic status of projects and progress to the Board and to Members; provide pro forma expense budget to the Treasurer.

V.1.1.3.4 Provide input to the FOCCP Strategic Plan process in regards to ideas and projects for the future of the Horticultural activities.

V.1.1.3.5 Provide adequate and continuous notice of Committee actions, issues, publicity items and planned activities to and for the behalf of General Membership. This may be accomplished by announcements at meetings, but at a minimum, should include providing such material to the *Website and Internet Communications Committee*.

V.1.1.4 **Infrastructure Committee**

The duties of the Infrastructure Committee shall be to:

V.1.1.4.1 Perform periodic ongoing assessments of the physical condition of infrastructural components throughout the Park in terms of wear and tear, deterioration, breakage, risk, etc., and provide coordination and reports to the Parks Dept. or other Agencies for remediation.

V.1.1.4.2 Coordinate with Parks Dept. to identify issues that present budgetary or resource problems for the City, and determine if FOCCP resources are an appropriate alternative; Plan and coordinate funding grants through the Board approval process to the Parks Department when appropriate

V.1.1.4.3 Assess, identify and prioritize urgent or current situational problem areas or items of focus. (i.e.: 1. an area of trash or filth buildup requiring a cleanup, or, 2. the repair or replacement of Park furniture). Notify the appropriate City agency, department or person; consideration here is the requirement for continuous follow-through until the task is complete.

V.1.1.4.4 Participate with FOCCP Members in annual initiatives such as Tot Lot cleanup, Boston's Green Day activity, Spring Garden Cleanup, etc.

V.1.1.4.5 Provide periodic status of projects and progress to the Board and to Members; provide a pro forma expense budget to the Treasurer.

PROPOSED NEW BYLAWS OF THE FRIENDS OF CHRISTOPHER COLUMBUS PARK, INC.

V.1.1.4.6 Provide input to the FOCCP Strategic Plan process regarding ideas and projects for the future of Park Infrastructure.

V.1.1.4.7 Provide adequate and continuous notice of Committee actions, issues, publicity items and planned activities to and for the behalf of General Membership. This may be accomplished by announcements at meetings, but at a minimum, should include providing such material to the *Website and Internet Communications Committee*.

V.1.1.5 **Website and Internet Communications Committee**

The duties of the Website and Internet Communications Committee shall be to:

V.1.1.5.1 Plan, establish and maintain the FOCCP information Website, "www.foccp.org."

V.1.1.5.2 Solicit, prepare and publish the monthly newsletter, which will include notice of meetings and upcoming events of interest to the Membership. The newsletter shall be disseminated electronically and a printed version shall be posted on the Organization's kiosk in the Park.

V.1.1.5.3 Provide periodic status of projects and progress to the Board and to Members; provide pro forma expense budget to the Treasurer.

V.1.1.5.4 Provide input to the FOCCP Strategic Plan process in regards to ideas and projects for the future of Website and Internal Communications development.

V.1.2 Oversight of the Standing Committees shall be the responsibility of the President.

V.1.3 Establishment of additional Standing Committees:

Additional Standing Committees may be established, and existing Standing Committees may be dissolved by a majority vote of the Board, effective upon ratification by Members.

Section V.2 AD HOC COMMITTEES

Ad Hoc Committees are established through the auspices of the Board in consideration of a particular purpose or mission with defined criteria, objectives, timelines and scope, and, dissolved upon the achievement of purpose, or sooner as determined by the Board.

V.2.1 The Board may create and/or dissolve Ad Hoc Committees for special purposes or needs upon a majority vote of the Board. The Board shall define the purpose, objectives and establish timelines for their achievement, or, dissolution of the Committee.

PROPOSED NEW BYLAWS OF THE FRIENDS OF CHRISTOPHER COLUMBUS PARK, INC.

V.2.2 The Board shall designate the initial Chairperson of each Ad Hoc Committee that it shall establish. The appointed Chairperson shall be responsible for recruiting committee members and procuring necessary and appropriate resources.

V.2.3 Oversight of the Ad Hoc Committees shall be the responsibility of the Vice President.

Section V.3 CHAIRPERSONS, PROCEEDINGS & MEETINGS

V.3.1 Each Standing Committee shall elect its own Chairperson upon a vacancy. The election of a new Chairperson shall be made known to the Clerk in writing, and the Chairperson shall occupy a position as Director on the Board. Initiation of a new Standing Committee by the Board with ratification by the General Members shall commence with a Chairperson appointed by the Board.

V.3.2 Each Committee shall determine the manner in which it does business and the scheduling of its meetings, except that each Committee must meet at least once annually, keep the General Membership apprised of its activities and intentions, budget and procure funds, and participate in the Strategic Planning process of the Organization. Disputes within a Committee, which the Committee cannot resolve on its own, shall be presented to the Board and decided by a majority vote of the Board.

ARTICLE VI EXPENDITURES & INVESTMENTS

Section VI.1 PURPOSE OF EXPENDITURES

FOCCP funds shall not be expended without the approval of the Board. All expenditures by the Organization shall be directly or indirectly funded for the purpose of maintaining, enhancing, or improving Christopher Columbus Park or to promote the enjoyment of the Park or for organizational or administrative expenses of the corporation incurred in the furtherance of these goals.

VI.1.1 Board Funds

The Board shall have the authority to approve all allocations from FOCCP funds. The Board may initiate certain direct expenditures as deemed necessary and approved by majority of the Board.

VI.1.2 Committee Funds

The Board shall have the authority to approve amounts not to exceed one thousand dollars (\$1,000) annually for each Standing and Ad Hoc Committee for routine expenses and other purposes as determined by the Committee in its discretion. With the approval of Members, the Board may approve amounts in excess of one thousand dollars (\$1000) for a Committee.

VI.1.3 Urgent Matters Expenditures

Upon a determination of urgency, the Board upon a two-third vote shall have the power to approve expenditures of up to twenty-five hundred dollars (\$2,500) for repairs or improvements to the park or for other necessary expenses.

VI.1.4 Other Expenditures

All other expenditures (considered non-routine) of Organization funds shall require a majority vote of the Board and the approval of Members at a meeting, the notice of which meeting shall include a description of the expenditure in the list of agenda items set forth in the meeting notice.

Section VI.2 INVESTMENTS

The Treasurer shall be responsible for investing all non-operational cash into short-term liquid funds providing a reasonable rate of return for the Organization. The investment profile shall be reviewed with the Board on a periodic basis.

ARTICLE VII AMENDMENT OF THESE BYLAWS

Proposal to alter, amend, or repeal these Bylaws, in whole or part, may be made by either (1) a majority of the Board, or (2) a written petition signed by a majority of all current Members of the Organization and filed with the Clerk. No proposal to amend these Bylaws shall be effective unless and until it is ratified by a quorum vote of the Membership at a membership meeting for which a statement of proposed amendment(s) is included in the meeting notice.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as Director or Officer of the Corporation or any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a director, officer, or director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suite or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Corporation, or the proceeding seeks a declaratory judgment regarding his or her own conduct); provide that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the

PROPOSED NEW BYLAWS OF THE FRIENDS OF CHRISTOPHER COLUMBUS PARK, INC.

Corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interest of such subsidiary or organization or of the participants or beneficiaries of, or another persons with interests in, such subsidiary or organization to who he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the Corporation, such authorization or approval shall be conclusively deemed to have been obtained and in any case where a Director of the Corporation approves the payment of indemnification, such direction shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceedings, (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection Directors who are parties may participate), or (3) by the members of the corporation if disinterested; or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (1), (2), or (3) of sub paragraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the Directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of Massachusetts General Laws.

An indemnification or advance of expenses under this article shall be paid promptly and in any event within 30 days, after the receipt by the Corporation of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the Corporation shall have determined that the person is not entitled to indemnification. If the Corporation denies the request or if payment is not made within such 30 – day period, the person seeking to be indemnified may, at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the

PROPOSED NEW BYLAWS OF THE FRIENDS OF CHRISTOPHER COLUMBUS PARK, INC.

expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the Corporation.

The right of Indemnification under this article shall be a contract right inuring to the benefit of the Directors, Officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such Director, Officer or other person existing at the time of such amendment or repeal.

The Indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Director, Officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Corporation, apply to the Directors, Officers, and other persons associated with constituent Corporations that have been merged into or consolidated with the Corporation who would have been entitled to indemnification here under had they served in such capacity with or at the request of Corporation.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such Director or Officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which Corporation employees or agents other than Directors and Officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.