

# NEWTON LOWER FALLS IMPROVMENT ASSOCIATION

## CONSTITUTION AND BYLAWS

### **ARTICLE I. Name**

The name of this organization shall be the Newton Lower Falls Improvement Association.

### **ARTICLE II. Objectives**

The objectives of this association shall be to promote the neighborly interests of its members; to foster community spirit; and to do such things as may be appropriate or necessary to accomplish civic improvement. Its attitude shall be at all times strictly non-partisan, non-political and non-sectarian.

### **ARTICLE III. Membership**

**Section 1. (a)** Any person of full age who owns property in the community of Newton Lower Falls; who is a resident; or who operates a business in that community shall be qualified for regular membership.

For purposes of the above paragraph, “full age” shall constitute persons age 18 or older.

**Section 1. (b)** Any person, wherever residing and who desires to assist in furthering the objectives of this Association may become a “Friend of Newton Lower Falls Improvement Association,” upon paying dues as provided for in Article IV of this Constitution, and shall be entitled to all the rights and privileges of membership, except that a Friend shall not have the right to vote or make motions on matters before the Association and shall not be counted in determining a quorum or lack thereof.

**Section 2.** Any person qualified may become a member by paying current dues.

**Section 3.** Any member who has failed to pay current dues, or who has disposed of his property, or moved from the Newton Lower Falls community, shall be automatically dropped from regular membership. A regular member who has moved from the community and is current on his or her dues may, however, convert his or her regular membership to the status of “Friend” by notifying the Membership Chairman.

### **ARTICLE IV. Dues and Dues Categories**

Annual dues and dues categories shall be reviewed by the Board of Managers prior to the commencement of each Fiscal Year. Changes to annual dues or dues categories may be proposed by the Board of Managers, and shall be subject to majority approval by the membership voting at a meeting in which a quorum is present under Article XI. Terms of membership in the Association shall correspond to the Fiscal Year of the Association.

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### **ARTICLE V. Fiscal Year**

The fiscal year of the association shall commence on April 1 and end on the following March 31 of each year.

### **ARTICLE VI. Meetings**

The regular annual meeting shall be held during the spring of each year. Special meetings shall be held whenever deemed desirable by the President or the Board of Managers, and must be held upon the written request of twenty (20) members within 10 days after delivery of such notice to the President. Notice of any meeting shall be given at least 5 days in advance of the meeting by posting or delivery in any manner deemed appropriate by the President or Board of Managers to give persons qualified under Article III, Section 1., notice of such meeting.

### **ARTICLE VII. Officers**

The officers of this association shall be as follows:

**Section 1. President** – The President shall preside at all meetings of the Association and at all meetings of the Board of Managers; shall be a member ex-officio of all committees; and shall be the spokesman of the association and exercise such other powers as are usually implied from the office of President. The President shall have no vote at any regular or special meeting of the association or the Board of Managers except when necessary to resolve a tie vote.

**Section 2. Vice President** – The Vice President shall preside in the absence of the President at any meeting of the association or board of Managers. The Vice President shall represent the association whenever so authorized by the President or Board of Managers in the absence of the President.

**Section 3. Secretary** – The Secretary shall be present at all meetings of the association and of the Board of Managers, and shall keep minutes thereof in books belonging to the association. The Secretary shall keep records of the association and the official copy of the Constitution and By-Laws. The Secretary shall give proper notice of all meetings of the association and Board of Managers. The Secretary shall conduct such correspondence and communications of the association as the President shall from time to time direct.

**Section 4. Treasurer** – The Treasurer shall keep correct accounts of all receipts and disbursements in books belonging to the association, which shall be open to inspection at any reasonable time by the Board of Managers. The Treasurer shall prepare and present a written report of the financial condition of the association at all regular meetings. The Treasurer shall record all membership dues, and shall collect and record other moneys payable to the association, giving proper receipt therefore, and shall deposit same in a

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bank approved by the Board of Managers, in the name of the association. The Treasurer shall pay all bills and accounts of the association after approval by the President.

### **ARTICLE VIII. Standing, Special, and Other committees**

There shall be five standing committees, each of which shall consist of a Chairman, and as many members as the Chairman shall determine appropriate. There may also be one or more "Special Committees," as defined in Section 2 of this article. Each committee shall meet as often as necessary at the call of its Chairman or of the President. A committee may have its own checking account as authorized by the Treasurer. The account will be maintained by a member of the appropriate committee who shall report to and be responsible to the Treasurer.

#### **Section 1. Standing Committees**

**(a) Civic** – The Civic Committee shall have charge of all matters concerning civic improvement, betterment, or other civic affairs. It shall receive all suggestions in writing, shall thereupon investigate the matter as fully as possible, and shall make a report and recommendation thereon at the next meeting of the Board of Managers. It shall carry out the decisions of the Board of Managers in its field, and shall oversee and direct any work undertaken. It shall represent the association in undertaking and coordinating any civic improvement programs.

**(b) Nominating** – The Nominating Committee shall prepare a slate of officers and present same at the annual meeting to be voted on by the members. Only one member shall be nominated by the committee for each office. When vacancies occur on the Board of Managers the Nominating Committee shall recommend the name of one member to fill such vacancy, to be voted on at the next meeting of the board.

**(c) Membership** – The Membership Committee shall contact and invite eligible persons to join the association, and shall maintain records of all current members (as defined in Article III Section 1) and their contact information. The Membership Chairman shall be empowered to collect and record membership applications and dues on behalf of the Association, and shall forward all dues to the Treasurer for deposit. Prior to each Association meeting, the Membership Chairman shall provide an updated list of the current Association membership. The Membership Committee shall use its best efforts to encourage and recruit new members.

**(d) Communications** – The Communications Committee shall be responsible for the maintenance and stewardship of the Newton Lower Falls internet website and the Lower Falls email Listserve. The Committee shall also be responsible for the distribution to the community of all printed notices on behalf of the Association, and for the preparation and distribution of certain publications approved by the Board of Managers, including, but not limited to, the Lower Falls Lowdown.

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**(e) Beautification** – The Beautification Committee shall have the responsibility for planning all planting and related beautification efforts, as well as any and all fundraising necessary to carry out these functions.

### **Section 2. Special Committees**

Special Committees shall constitute ongoing committees of special importance to the Lower Falls community, consisting of – but not necessarily limited to – popular annual events that have become a tradition in the community. It shall be the responsibility of the President and Nominations Chairman, in conjunction with the Board of Managers, to assure that these Special Committees are chaired on an ongoing basis. Chairpersons of Special Committees shall not be considered to be members of the Board of Managers, nor shall their attendance be required at meetings of the Board of Managers, unless their attendance at a particular meeting is requested by the President or by a vote of the Board.

**(a) Falls Ball** – The Falls Ball committee shall be responsible for the planning, management, and presentation of the Falls Ball neighborhood celebration, which has traditionally been presented in the month of June of each year.

**(b) Progressive Dinner** – The Progressive Dinner committee shall be responsible for the planning, management, and presentation of the “progressive dinner” social event which has traditionally been presented in late October or early November of each year.

**(c) Halloween Party** – The Halloween Party committee shall be responsible for the planning, management, and presentation of the annual Halloween children’s party offered each year for the benefit of the community.

### **Section 3. Other Committees**

The President, in consultation with the Board of Managers, shall appoint such other committee chairmen as he or she shall from time to time deem appropriate. Each committee shall meet as often as necessary at the call of its Chairman or of the President.

## **ARTICLE IX. The Board of Managers**

The Board of Managers shall consist of the four officers, the Chairmen of all the standing committees, the immediate Past President, and members nominated and elected from the membership. The Board of Managers shall be the governing body of the association, directing its policies and operations in all matters relating to the objects for which it has been formed. The Board of Managers shall meet as often as necessary at the call of the President. A resolution reduced to writing and signed by a majority of the Board of Managers shall constitute a valid resolution of the Board of Managers in lieu of a meeting, provided that a copy has been sent to all its members and none shall object in writing within 2 days of mailing or delivery.

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### **ARTICLE X. Terms of Office**

The officers and chairmen of the standing committees shall be elected at the annual meeting for that purpose to hold office for two years thereafter, or until their successors are elected. They shall take office immediately upon election. In addition to the slate presented by the nominating committee, other nominations may be received from the floor at the meeting provided that it shall be seconded by a member in good standing. Each committee chairman will appoint such additional members of his committee as he deems for appropriate functioning of his committee and they shall serve at his pleasure.

### **ARTICLE XI. Procedure**

The following shall apply at meetings:

**Section 1.** Twenty members of the association shall constitute a quorum for the transaction of business of the association. Unless otherwise provided, a majority vote of the members present at a meeting shall govern the action voted upon.

**Section 2.** Five members of the Board of Managers shall constitute a quorum for the transaction of business by the Board. A majority vote of those present shall govern the action voted upon. Action by the Board may be taken without a meeting as hereinbefore provided in article IX.

**Section 3.** The format or procedure for the presentation of any matter at a meeting of the association shall be determined by the presiding officer.

**Section 4.** Robert's Rules of Order Newly Revised shall govern the proceedings of all meetings with respect to matters not otherwise provided for in this Constitution and By-Laws.

### **ARTICLE XII. By-Laws**

A copy of the By-Laws, as amended, shall be available at all meetings.

### **ARTICLE XIII. Amendments**

This Constitution and By-Laws may be amended by a two-thirds (2/3) majority vote of members at any meeting, provided that such shall have been a scheduled agenda item on the notice of such meeting and that it shall have been put into proper form by the Board of Managers, or at its direction, prior to the meeting. Any amendment may be proposed by ten (10) members in writing, delivered to the President, and scheduled on the Agenda for the next meeting of the association. Any amendment may also be proposed by the Board of Managers without the need of proposal by other members.

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**ARTICLE XIV.** The Association is formed, and shall be operated for charitable purposes, and in the event of the termination or dissolution of the Newton Lower Falls Improvement Association, any and all assets of the corporation, less any outstanding obligation and any costs associated with such termination and dissolution, shall be transferred and distributed to -- and only to -- such organizations as have qualified and continue to qualify at the time of distribution as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, and to whom contributions are deductible under Sec. 170 of said Internal Revenue Code, and to whom contributions are deductible under Sec. 170 of said Internal Revenue Code.

**ARTICLE XV.** Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501 (c)(3) or corresponding provisions of any subsequent tax laws.

**ARTICLE XVI.** No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

**ARTICLE XVII.** No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as provided by IRC 501 (h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

**ARTICLE XVIII.** In any taxable year in which the organization is a private foundation as described in IRC 509 (a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 49442, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941 (d), (b) retain any excess business holdings as defined in IRC 4943 (c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

As amended October 26, 2005.