By-Laws
Franklin Park Coalition, Inc.
June 1, 2012

Article I: Name and Location

The name of the corporation is the Franklin Park Coalition, Incorporated. Its place of business shall be in Boston, Massachusetts.

Article II: Purpose

The Franklin Park Coalition, Inc. is a non-profit corporation qualified under 501(c) (3), dedicated to the restoration and preservation of Franklin Park, a National Landmark. The object of this corporation shall be to protect and promote the best interests of Franklin Park; to safeguard the design of Frederick Law Olmsted to insure that the original plan is not altered by imprudent improvements; to use the park as a resource to promote and encourage a better quality of life for the community and to foster good will for the park and its surrounding neighborhoods.

Article III: Membership

Section 1: Who May Be Members[1]

[1] The replaced section read as follows:

There shall be three (3) classes of members of the Franklin Park Coalition, Inc. An individual may transfer from one class of membership to another at any time.

Section 1. Friend. Membership as a Friend of the Franklin Park Coalition, Inc. shall be open to any individual eighteen (18) years of age or older, who has paid the annual dues in this class of membership as established by the Board of Directors. This membership status does not have voting privileges.

Section 2. Voting Member. Membership as a Voting Member shall be open to any individual eighteen (18) years of age or older, who has paid the annual dues in this class of membership as established by the Board of Directors, and is a member in good standing.

Section 3. Business or Corporate Member. Membership as a voting member shall be open to any business or Corporation which has paid the annual dues as established by the Board of Directors for this class of membership, and is a member in good standing.

Section 4. Member in Good Standing. A Member in Good Standing as an individual, business, or Corporation who has paid the requisite dues, has been a member for at least thirty (30) days, and subscribes to the purposes of the corporation as stated in Article II.

Members shall be individuals or incorporated entities who have paid their dues for the then current fiscal year. The Board of Directors shall set and determine the dues for each such year and may establish different classes of members with different dues obligations if it so wishes. Only members who have paid their dues may vote at the annual meeting and be elected to the Board of Directors.

Section 2: Annual of Special Meetings of the Membership. There shall be an annual meeting of the membership during Spring of each year to carry out the business of the organization and observe the date of birth of Franklin Park's architect and advocate, Frederick Law Olmsted, April 26, 1822. The date, time and location shall be determined by the Board of Directors. Special meetings of the membership may be called by the Board of Directors at their own initiative or by a petition signed by not less than fifteen (15) voting members. Notice of the annual meeting or special meetings shall be mailed to voting members at least ten (10) days in advance of the meetings. For purposes of the aforementioned meetings, ten (10) percent of the voting members present or represented by written proxy shall constitute a quorum.

Article IV: Board of Directors

Section 1. Composition. The Board of Directors shall consist of the officers and not less than nine (9) and no more than seventeen (17) individuals in total.

Section 2. Election and Term. The Directors shall be elected at the annual meeting of the Corporation. Each Director shall serve for a term of three (3) years or until his/her successor is chosen or until his/her earlier death. *A Director may be elected for a term of less than three (3) years if such term is recommended by the Board of Directors and approved by the membership at the time f Director's election.*

Section 3. Powers. The Board of Directors shall conduct the business and manage the affairs of the Corporation *itself or through the appointment of an Executive Director whose duties shall be defined by the Board. In the absence of an Executive Director*, the Board of Directors shall select the employees and consultants of the Corporation and shall determine the policies and programs to carry out the purposes for which the Corporations organized. The Board of Directors may exercise all the powers of the Corporation except as otherwise provided by law, by the Articles of Organization or by these By-Laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled. The Board of Directors shall approve all contracts, bills, and expenditures, and may approve expenditures in advance. The Directors shall also be responsible for serving on the various committees as provided in Article VII of these By-Laws.

Section 4. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, or removal or by virtue of that position not previously being filled shall be filled by a vote of the majority of the Directors present at any meeting of Directors at which a quorum is present. Each successor Director shall hold office for the unexpired

term of his or her predecessor and until his or her successor is chosen or until his or her earlier death, resignation, or removal.

Section 5. Resignation. A Director may resign at any time by delivering his or her written resignation to the Board of Directors. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. Any Director may be removed for cause by a majority vote of the Directors then in office. A Director may be removed with or without cause by a vote of a majority of the Members. A director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her. Cause for removal shall include, but not be limited to, failure to attend three (3) consecutive meetings of the Board of Directors without an excuse for absence satisfactory to the Board.

Section 7. Compensation of Personnel. The Directors of the Corporation shall determine the compensation of all personnel. No Director shall be compensated for his or her service on behalf of the Corporation.

Section 8. Meetings of Directors. The Directors shall mee at a time and location determined by the President. Special meetings of the Directors may be called at the discretion of the President or by petition of at least five (5) Directors.

Section 9. Notice of Meetings; Place of Meetings; Open Meetings. Notice of each meeting of the Directors shall be give to each Director by the Secretary or by an officer or, if the meeting is called by petition, by one of the Directors calling the meeting. Notice shall be given to each Director in person, by telephone, or by mail sent to his or her residence or usual place of business not less than three (3) days in advance of the meeting. Each such notice shall state the general nature of the business to be discussed and the date and time of the meeting. Notice of any meeting of the Directors may be waived by any Director in writing, either before or after the meeting, and filed with the records of the meeting. All meetings of the Directors shall be open to all Members unless the Directors otherwise decide.

Section 10. Quorum. The presence at any meeting of the Directors of at least 5 Directors then in office, including at least 1 Officer, shall constitute a quorum of the transaction of business.

Section 11. Voting. Except as otherwise provided in these By-Laws and by law, all matters considered by the Directors shall be decided by a majority vote of the Directors present at a meeting.

Section 12. Action by Board of Directors Without a Meeting. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if

all of the Directors consent to the action. The action so taken shall have the same force and affect as a vote taken at a meeting of the Directors.

Section 13. Annual Report. The Board of Directors shall direct the President and the Treasurer of the Corporation to present at the meeting of the Board immediately preceding the annual meeting of the membership an annual report setting forth the work of the Corporation in the past year, its financial status, and a budget for the ensuing year. The section on the financial statue of the Corporation shall be prepared by an independent public accountant or a firm of such accountants selected by the Board. The annual report shall be filed with the records of the Corporation and a copy or abstract thereof entered by the minutes of the meeting of the Board at which it is submitted.

Article V: Officers

Section 1. Officers. The officers of thee Corporation shall consist of the President, Vice President, Secretary, Vice Secretary, and Treasurer and such other titles as the Members or Board of Directors may determine. Each Officer shall have the duties and powers set forth in these By-Laws and such other duties and powers as the Board of Directors shall designate from time to time.

Section 2. Term of Office. Each Officer shall hold office for one year and until his or her successor is chosen, or until his or her earlier death, resignation, or removal. Officers may serve consecutive and concurrent terms in any office.

Section 3. Resignation. Any Officer may resign by delivering his or her written resignation to the Board of Directors. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. The acceptance of any such resignation by the Board of Directors, unless required by its own terms, shall not be necessary to make the resignation effective.

Section 4. Removal. The Directors may remove any Officer appointed by the Board, with or without cause, by a vote of a majority of Directors at a meeting, the notice or waiver of notice of which shall have specified the proposed removal. An Officer elected by the Board of Directors may be removed, for cause, by a two-thirds vote of the Board at a meeting, the notice or waiver of which shall have specified the proposed removal, or may be removed with or without cause, by a majority of the Members. An Officer may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors prior to action thereon.

Section 5. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by a vote of the majority of Directors. Each such successor shall hold office for the unexpired term of his or her predecessor and until his or her successor is chosen, or until his or her earlier death, resignation, or removal.

Section 6. Duties of Officers. The Officers of the Corporation shall have the duties designated below and such other duties as the Board of Directors may from time to time determine:

(1) **President**. The President shall be the Executive Officer of the Corporation. He or she shall preside at and establish the agenda for all meetings of the Board, shall coordinate the activities of the other Officers, and the various committees established by the Board, and shall, in general, represent the Corporation in its dealings with third parties. He or she may call special meetings at his or her discretion, and shall call them upon request of five (5) members of the Board. The President shall serve as an ex-officio member of all committees and, *with the full assistance of the other Officers, shall be responsible for submitting each year a report to the Board of Directors setting forth the work of the Corporation in the past year, its financial status, and a budget for the ensuing year.*

(2) **Vice President**. The Vice-President, in the absence of the President, or if the office of President becomes vacant, shall assume all duties incident to the office of President.

(3) **Secretary**. The Secretary shall give notice of and keep the minutes of the meetings of the Board and Membership, maintain the records of the corporation, particularly an up-to-date record of the membership, and perform other such duties as the Board of Directors may from time to time determine.

(4) **Vice secretary**. *The Vice Secretary shall perform such tasks to assist the secretary as the President may determine and shall assume the duties of the Secretary in the Secretary's absence.*

(5) **Treasurer**. The Treasurer shall be the chief financial officer of the Corporation. He or she shall receive funds of the Corporation and deposit them in such bank or banks as the Board shall determine. He or she shall pay all obligations approved by the Board of Directors, and shall report the same at the next regular Board meeting. He or she shall keep complete and accurate records of all monies collected and disbursed and shall make an annual report at the annual meeting of the Corporation. He or she shall also make such interim reports to the Board as it shall require. The treasurer may be required to give a surety company bond for the faithful performance of duties in such an amount as the Directors shall determine. The cost of such surety bond shall be borne by the Corporation.

Article VI: Advisory Board

There shall be an Advisory Board which shall be compromised of individuals recommended by the Nominating Committee and approved by the Board of Directors. Members of the Advisory Board shall serve at the pleasure of the Board of Directors.

Article VII: Committees

Section 1. Nominating Committee. There shall be a Nominating Committee appointed by the Board of Directors prior to the annual meeting. The Nominating Committee shall recommend members in good standing for the Director positions to the Board of Directors. The approved Director recommendations shall be presented at the annual meeting for approval by a majority of the voting members in good standing.

Section 2. Other Committees. Other committees can be established by the Board of Directors as they may deem necessary and proper. The President shall appoint the chairperson of all committees, except the Nominating Committee. *One of the Chairs of each Committee must be a member of the Board of Directors.*

Article VIII: Election Procedure

The nominees for the Director positions shall be presented at the annual meeting for approval by a majority of the voting members in good standing who are present or represented by written proxy. Nominees for Officer positions shall be presented at the first Board of Directors meeting following the annual meeting for approval by a majority of the current Directors who are present or represented by written proxy. Nominations will be accepted from the floor at the annual meeting when presented by a petition signed by five (5) members present or represented by written proxy entitled to vote at the meeting. *In the event of nominations from the floor, the membership will fill the vacancies by a procedure to be established in advance by the Board of Directors.*

Article IX: Funds and Fiscal Year

All monies received by the Corporation shall be used exclusively for its benefit consistent with the By-Laws. The fiscal year of the Corporation shall be April 1 marking the month of Frederick Law Olmsted's birth.

Article X: Indemnification

To the extent that it is financially able, the Corporation shall indemnify each member of the Board of Directors, each Officer, employee or other agent and each person who formerly served in such capacity against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with any action, suit or proceeding with which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a member of the Board of Directors, an officer, employee or other agent of the Corporation, whether or not he or she is still serving in such capacity at the time of incurring such expenses or liabilities, except in respect to matters as to which he or she shall be finally adjudged in such action, suit or proceeding not to have acted in good faith and in the reasonable belief that his or her action was in the best interests of the Corporation, or to be liable for gross negligence or willful malfeasance; provided, that in the event of a settlement of any such action, suit

or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by written opinion of independent legal counsel that the member, officer, employee or other agent to be indemnified did not commit a breach of duty owed to the Corporation and only if a majority of members of the Board of Directors Approves the settlement and indemnification as being in the best interests of the Corporation. Such indemnification may 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 by the Corporation of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification hereunder. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this article may be entitled under any agreement or pursuant to any vote of the Board of Directors or otherwise.

Article XI: Amendment of By-laws and Articles of Organization

Section 1. Amendment of By-laws by Directors. The Directors, by vote of a majority of the Directors then in office, may make, amend, or repeal these By-laws, in whole or in part, except with respect to (a) the provisions of these By-laws governing (I) the removal of Directors, (ii) the indemnification of Directors and (iii) the amendment of these By-laws, and (b) any provisions of these By-laws which by the Article of Organization of the Corporation or by these By-laws requires action by the Members; provided that any amendment made to these By-laws by the Directors shall be submitted to the Members for approval or disapproval at the next meeting of Members following such approval by the Board.

Section 2. Amendment of By-laws by Members. Amendments to the Articles of Organization and the By-laws may be made by the Members at a business meeting of the Corporation, after written notice setting forth the purpose of such amendment and providing Members with copies of such proposed amendment has been submitted to the entire membership by mail at least five (5) days in advance of such meeting. Two-thirds of the votes cast at such a meeting shall be required for the adoption of any amendment to the Articles of Organization or to the By-laws; provided, however, that only a majority vote shall be required to approve or disapprove any amendments to the By-laws made by the Directors and submitted to the Members at such meetings for approval.

End of By-laws