

# Union Square Neighborhood Council

## Bylaws

*(Approved by membership vote, January 5, 2019)*

*(Amendment passed by membership vote, January 18, 2021)*

### **Article 1—General Provisions**

#### **Section 1.1: Name**

The name of this organization is “Union Square Neighborhood Council” and shall herein be referred to as “The Neighborhood Council.” or “USNC”.

#### **Section 1.2: Fiscal Year**

The fiscal year of the Neighborhood Council shall begin on July 1 and end on the following June 30 of each year.

#### **Section 1.3: Neighborhood Boundaries**

Consistent with the Union Square Neighborhood Plan adopted by the Planning Board of the City of Somerville on May 5, 2016, the Union Square neighborhood shall be defined as the geographic area of Somerville, Massachusetts within the following boundaries: McGrath Highway, Medford Street, the Somerville/Cambridge city line, Park Street, Somerville Avenue, Laurel Street, Summer Street, School Street, and Highland Avenue. The boundary line shall be drawn down the middle of the boundary streets. (See Appendix A: Map of Union Square Neighborhood.)

### **Article 2—Purpose**

#### **Section 2.1: Vision**

Union Square: a thriving, engaged, enjoyable, inclusive, sustainable, diverse urban neighborhood and vibrant commercial center.

#### **Section 2.2: Mission**

The mission of the Union Square Neighborhood Council is to help shape the future of Union Square as an increasingly inclusive and vibrant neighborhood and commercial center built around the aspirations of the people who live and work here.

#### **Section 2.3: Values**

In pursuing its mission the Neighborhood Council is guided by the following shared values.

### **2.3.1: Interdependence**

We recognize our need for and reliance upon one another, given form in real community, which has the capacity to enhance and enrich our lives immeasurably.

### **2.3.2: Inclusion**

We embrace the contributions of all community members and believe the diversity of our backgrounds inherently increases the strength and resilience of our community.

### **2.3.3: Wellness**

We strive to create an environment that elevates the health of its residents mentally, physically, and economically.

### **2.3.4: Participation**

We encourage the engagement of all in making decisions that affect us.

### **2.3.5: Equity**

We seek to uplift all members of our community in order to redress structural inequalities.

### **2.3.6: Enjoyment**

We want to live in a human community and built environment that evokes delight and enriches our lives.

### **2.3.7: Stewardship**

We commit to sustain ecological balance and fiscal responsibility.

### **2.3.8: Transparency**

We believe that the best decisions are reached through full access to information and open dialogue.

### **2.3.9: Civic Engagement**

We endeavor to educate, inform, and include our neighbors in the process of their governance. As we welcome additions to our neighborhood, we strive to communicate the values of our community in furtherance of its continued vitality and to remain open to enhancing these values as the result of such additions.

## **Section 2.4: Goals**

The Neighborhood Council shall seek to achieve the following goals:

### **2.4.1: Build Community**

Foster strong relationships and a sense of belonging among members of the neighborhood.

### **2.4.2: Empower Members of the Community**

Increase the agency of community members to effectively advocate for their interests.

### **2.4.3: Minimize Displacement and Promote Affordability**

Minimize displacement of long-term residents and businesses and promote residential and commercial affordability

### **2.4.4: Increase Economic Opportunity**

Increase opportunities for economic prosperity for residents and businesses.

### **2.4.5: Steward the Public Realm and Built Environment**

Promote, create, and support an inviting, vibrant, healthy, multi-modal, and sustainable public realm and built environment while respecting surrounding neighborhoods.

### **2.4.6: Community Representation**

The Union Square Neighborhood Council aspires to be representational of the community in Union Square. For example, our ideal board is comprised of 50% women and 27% people of color, just like our community. The board must be committed to efforts to achieve these goals.

## **Section 2.5: Charitable and Social Purposes**

The Neighborhood Council shall operate exclusively in furtherance of charitable and social purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or may hereafter be amended and with all corresponding sections of any future United States tax code.

## **Article 3—Composition of the Neighborhood Council**

### **Section 3.1: Composition and Definitions**

The Neighborhood Council shall be comprised of a Neighborhood Council Board and a neighborhood council Membership. The Membership will herein be referred to as “Membership” or “Members” and the Board, which consists of a 15-member elected interim Founding Board, will herein be referred to as “Board.” or “Founding Board.” “Neighborhood Council” shall refer to the full body, including the Membership and Board.

### **Section 3.2: Membership of the Neighborhood Council**

Membership in the Union Square Neighborhood Council shall be open to any resident, property owner, business owner, or employee within the Union Square neighborhood geographic boundary at any point in time during the preceding 12-month period. Residents, as described herein, shall include persons who lack a permanent address but receive support services within the Union Square neighborhood geographic boundary. Somerville residents who regularly volunteer at organizations/agencies within the boundary shall also have all the rights of other members.

The “Union Square neighborhood geographic boundary” shall refer to the boundaries as defined in Section 1.3 of these bylaws.

Non-members may still attend Union Square Neighborhood Council meetings and participate fully, with the exception of participating in voting.

All Union Square Neighborhood Council participants (members and non-members) will be asked to complete a form which includes their name, address, and qualifying criteria to join as a member, or desire to participate as a non-member.

### Section 3.3 Founding Board of the Neighborhood Council

#### 3.3.1: Establishment Criteria

There shall be established a Founding Board comprised of fifteen (15) members that shall serve and execute the responsibilities of the Neighborhood Council in its first year. All Neighborhood Council Board members must be over 16 years of age and live or work in Union Square. The initial Board members will serve for one year. If a Board member is displaced from Union Square, he or she may serve out the duration of his or her term. The Founding Board members shall be elected by eligible members.

The Union Square master developer shall not have an employee, representative, or consultant on the board of the Neighborhood Council. If, during his or her term, a board member becomes an employee, representative, or paid consultant of an active Union Square developer with interests before the board, the board member must recuse him or herself from all relevant matters, inclusive of discussion as well as votes. If the developer is the Master Developer for Union Square, the board member will be replaced by the process described in Section 3.3.5.

#### 3.3.2 Neighborhood Council Board Structure

<b>Seat Description:</b>	<b>Number of Seats:</b>
Union Sq. Homeowner *Primary residence.	3
Union Sq. Renter *Primary residence.	5
Union Sq. Business Owner at a "Brick and Mortar" Business (one with a Physical Retail or Commercial Location in Union Square)	1
Union Sq. Business Worker at a "Brick and Mortar" Business (one with a Physical Retail or Commercial Location in Union Square)	1
Immigrants	2
Open Seats	3

#### 3.3.3 Election of the Founding Board

Election to the Union Square Neighborhood Council Founding Board will be conducted following the adoption of these bylaws by a two-thirds majority vote of those eligible to cast a ballot during a referendum called for such purpose.

#### *3.3.3.1: Board Elections Committee*

After an affirmative referendum vote of these bylaws, a Board Elections Committee shall be formed. The Board Elections Committee shall be comprised of interested volunteers who are eligible to be members of the Neighborhood Council as defined by Section 3.2. Individuals who volunteer for the Board Elections Committee may not run as candidates for the Founding Board.

The Board Elections Committee shall be responsible for conducting board elections consistent with the standards outlined herein:

- A. The Board Elections Committee shall determine the date(s) of the election which will be held during the month of May, approximately two years after the previous Board election. There will be an exception for the board that was elected in March 2020, whose term will last until an election that will take place in May 2021. Subsequent elections will be held approximately every two years following the date of that election in the month of May. The polls must be open, at a minimum, for twelve (10) hours total on a weekday, providing time both before, during and after a standard daytime work shift to participate. Additional voting opportunities, such as weekend polling hours, may be added at the discretion of the Elections Committee as supported by the USNC Board.
- B. The Board Elections Committee shall publicize opportunities to run for Board membership at least five weeks prior to the election dates. All candidates must register with the Committee at least three weeks prior to the election, identifying each category (e.g. home owner, renter) for which they wish to be considered. They may also submit a written candidate statement of not more than 150 words. Candidate names and statement will be publicly available two weeks prior to the election.
- C. From its ranks, the Board Elections Committee shall recruit and appoint Elections Observers and Poll Workers to oversee and certify that the election is fairly administered. Elections Observers and Poll Workers shall be required to affirm, in writing, that they will administer impartial voting practices. Elections Observers and Poll Workers may also be voting members of the Neighborhood Council.
- D. Elections Observers and Poll Workers shall refrain from promoting or expressing public support for any candidate on Election Day.
- E. Voters shall be able to cast an anonymous paper ballot that will be placed into a secure ballot box.
- F. Official ballots shall be printed on colored paper, and the color will not be announced before the day of the election.
- G. On the day of the election, in paper form, and at least 7-days prior to the date of the election, in digital format online, the following documents shall be made available to voters:
  - a. A copy of the paper ballot
  - b. Ballot instructions
  - c. Candidate statements (limited to 100 words and a single passport-sized photograph)
- H. Ballots will be publicly counted immediately following the close of voting.
- I. Voters shall not be required to read any materials or listen to any presentations prior to casting a ballot.

#### *3.3.3.2: Tallying of Votes for Board Members*

- A. All candidates for the Board must affirmatively self-identify the seat categories described under Section 3.3.2 for which they are eligible and want to run. (All candidates shall be

- eligible for open seats.) The Elections Committee shall establish processes to verify eligibility for each category that a candidate self-identifies. A candidate's self-identified categories shall be listed next to their name on ballot for voter reference.
- B. Voters will be given ballots that allow each voter to vote for a maximum of 15 candidates. Voters may cast one vote per candidate. Ballots that exceed 15 votes will be disqualified.
  - C. Immediately following the election, candidates will be rank-ordered by the Elections Committee by number of votes received and candidates with the most votes will be identified by the Elections Committee.
  - D. Beginning with the top vote-earner, candidates will be assigned a seat on the board corresponding to one of the categories for which the candidate has been identified. The candidates will be rank-ordered in terms of the number of votes they received, that the first potential "solution set" is the top 15 vote-getters, and if that set of candidates meets the distributional requirements for categories represented, then the process concludes. If not, the process shall continue by looking at the top 16th vote-getter(s) and determining whether replacing the 15th leading vote-getter with the 16th leading vote-getter would yield the required distributional mix to fill all seats on the Board. That process shall continue until with the successive vote-getters until all seats are filled or the candidate list is exhausted.
  - E. In the absence of any representative with any votes in a category, that seat on the board will remain vacant until the next election.
  - F. Ties will be broken through a coin toss or other random choice selection.

#### 3.3.4 Resignation and Recall

Any Founding Board member may resign at any time by delivering his or her written resignation to Neighborhood Council Board. Resignation shall be effective on the date specified in the notice of resignation.

Board Members may be removed by the Neighborhood Council Board only for good cause shown. "Good cause shown" shall include, but not be limited to, absence from 50% or more of the Neighborhood Council membership meetings within any three (3) month period, or other forms of persistent non-participation in committee work. Any member of the neighborhood council who wishes to highlight such "good cause" may trigger a review by the board by writing a letter addressed to the board chair and co-chair. Following the presentation of reason or reasons for removal of a board member, the Neighborhood Council Board shall vote on whether to consider removal. If the member being considered for removal is not present at that meeting, written notice of the Neighborhood Council vote shall be delivered to the member or sent via registered or certified mail within ten days of the Neighborhood Council meeting. After any vote by the Neighborhood Council Board to consider removal of a Board member, the individual who is the subject of the vote shall be given an opportunity to resign at or before the next neighborhood council membership meeting. Removal of a Board member shall be by a two-thirds vote of those present at the following Neighborhood Council membership meeting provided there is a Board quorum present at the time of the vote.

#### 3.3.5 Filling Vacancies

Any vacancy in the Neighborhood Council Board shall be announced at the membership meeting following its occurrence. A replacement shall be identified by referring to the results of the most recent board election and contacting the candidate with the next highest number of votes who ran as eligible as the same "seat description" as the board member being replaced,

as defined in §3.3.2 Neighborhood Council Board Structure. If no former candidate of the vacancy's "seat description" wishes to serve, the process will be repeated with candidates who ran under "open seats". If no candidate is willing or able to serve after this process, the board seat will remain vacant until the next annual election. This process shall be waived, and the board seat remain vacant, if the next scheduled election of the full board is within 4 weeks of the announcement of the vacancy. Every effort will be made to fill Board vacancies with persons who represent the same residential or other constituency as their predecessors. Officer or committee Chair vacancies may be filled by taking nominations and voting at the earliest possible meeting following announcement of the vacancy, including the meeting at which the vacancy is announced.

### 3.3.6 Special Duties

In addition to undertaking activities to achieve the mission and goals of the Neighborhood Council, the Founding Board shall be responsible for undertaking the following duties.

### 3.3.7: Membership Plan

The Founding Board shall develop a Neighborhood Council membership plan that includes democratic election of some or all Neighborhood Council Board members. The plan shall actively strive to include persons who represent the diversity of the Union Square neighborhood and include specific ideas for recruiting a diverse membership. The plan shall include "organization to organization" outreach to organizations relevant to the goals of the Neighborhood Council. The plan should also specify efforts to be made to "reactivate" formerly active leaders and participants in the Neighborhood Council, the Neighborhood Council Working Group, and other related or relevant bodies, with the intent of (re)attracting experienced and informed individuals, in addition to general outreach for new members. The Founding Board shall seek public input from membership on the plan and related bylaw revisions not later than six months after the first election.

### 3.3.8: Incorporation

The Founding Board shall have the authority to study and issue a report on the most appropriate form of incorporation for the Neighborhood Council as a private organization, such as a tax-exempt nonprofit organization under Section 501(c)(3) of the Internal Revenue Code. The Founding Board shall seek public input on any such report and related bylaw revisions, prior to acting on any recommendations not later than six months after the first election. The Founding Board may take actions to incorporate the Neighborhood Council following public input.

### 3.3.9: Formation of the Permanent Neighborhood Council Structure and Bylaws

This section is removed from the permanent bylaws as it pertains only to the adoption of the permanent bylaws, as governed by the interim bylaws.

These interim bylaws shall be ratified in an election to coincide with the election of the Founding Board for a period of one year. First the interim bylaws will be approved by a two-thirds ( $\frac{2}{3}$ ) vote of all persons at a public meeting publicized at least 2 weeks in advance. Then the interim bylaws will be further ratified by a simple majority as a ballot question in the Founding Board election.

By the end of the year immediately following the election of the Founding Board, permanent bylaws will be proposed by the Founding Board and shall be presented and ratified in a similar process. First permanent bylaws will be approved by a  $\frac{2}{3}$  vote the membership present and voting at a Neighborhood Council meeting with Board quorum. Then the permanent bylaws will be approved by a simple majority of the full Neighborhood Council Membership as a ballot question in an election to coincide with the election of the first formal Neighborhood Council Board. Following the election, the permanent bylaws will replace the interim bylaws effective immediately. If no permanent bylaws are approved in this manner after the year, the interim bylaws, in whatever form they have been amended as per Article 15, shall hold for an additional year and a new Interim Board will be elected for a period of one year. This process shall repeat until the Neighborhood Council Membership approves a new set of bylaws or until the Neighborhood Council is dissolved as stated in Article 12.

### **Section 3.4: Compensation**

The Neighborhood Council Board shall not receive any salaries or compensation for their services as Board members of the Neighborhood Council.

### **Section 3.5: Dues**

The charging of dues or membership fees to Neighborhood Council members shall not be done in the first year.

## **Article 4—Finances**

The Neighborhood Council Board may designate one of their number as the Treasurer or other authorized officer or agent to apply for and accept on behalf of the Neighborhood Council any gift, bequest, grant, or other financial contribution. Fundraising may be authorized by the Neighborhood Council at its discretion.

## **Article 5—Meetings**

### **Section 5.1: Public Access and Accessibility**

Neighborhood Council membership meetings shall be open to the general public and held in accessible locations that comply with the Americans with Disabilities Act. Meeting locations must be accessible by wheelchair, without the need for special assistance. The Neighborhood Council will strive to provide childcare, sign language interpreters for deaf or hearing-impaired persons, and other foreign language interpretation as well. Requests for any of the foregoing services should be submitted with reasonable advance notice.

### **Section 5.2: Notification**

Membership meetings of the Neighborhood Council shall be convened upon any day as decided by the majority vote of the Neighborhood Council Board. Except in an emergency, defined as a sudden, generally unexpected occurrence or set of circumstances demanding immediate action, the Neighborhood Council shall post notice of every meeting at least forty-eight (48) hours prior to such meeting, excluding Saturdays, Sundays and legal holidays. In an emergency, the Neighborhood Council shall post notice as soon as reasonably possible prior to such meeting. Notice shall be in a legible, easily understandable format and shall contain the date, time and



place of such meeting and a listing of topics that the chair reasonably anticipates will be discussed at the meeting. Notice shall be made by electronic means.

### **Section 5.3: Quorum**

A quorum shall be constituted by a simple majority of Neighborhood Council Board members.

### **Section 5.4: Voting**

Unless otherwise described herein, decisions of the Neighborhood Council shall be made by a majority vote of the Board and shall require a quorum of Board members to participate. Anticipated votes shall be noticed in the meeting agenda distributed a minimum of 48 hours in advance of the vote, except in instances as noted in 5.2 above. For votes that include the approval of text or language, the proposed text must be included along with the agenda 48 hours in advance, except in instances as noted in 5.2 above. Neighborhood Council Board members shall have one vote each.

### **Section 5.5: Remote Participation by Board Members**

The Co-Chairs may authorize remote participation by members of the Neighborhood Council Board not present at the meeting location; provided, however, that the absent members and all persons present at the meeting location are clearly audible to each other; and provided, further, that a quorum of the body, including the chair, are present at the meeting location. The authorized members may vote and shall not be deemed absent. Each Board member is allowed one remote participation per calendar year unless otherwise approved in special circumstances by a majority of the Board.

### **Section 5.6: Video and Audio Recording**

After notifying the Co-Chairs of the Neighborhood Council, any person may make a video or audio recording of an open session of a meeting, or may transmit the meeting through any medium, subject to reasonable requirements of the chair as to the number, placement and operation of equipment used so as not to interfere with the conduct of the meeting. At the beginning of the meeting, the Co-Chairs shall inform other attendees of any recordings being made.

### **Section 5.7: Public Participation**

Neighborhood Council Membership meetings may be facilitated by a team consisting of two co-facilitators. One co-facilitator will be one of the Co-Chairs. If at least one non-Board USNC member requests to be a co-facilitator, one of the co-facilitators must be a non-Board member. If multiple USNC members request to be co-facilitators at an upcoming meeting, the Co-Chairs will have discretion in choosing one person. The USNC member who is co-facilitator should not be the same person within four consecutive USNC meetings unless no other USNC member requests to co-facilitate. This team will act as co-facilitators in the context of the public meeting and will abide by the agenda and recognize speakers.

All Membership meetings of the Neighborhood Council shall include one or more time periods designated for public comment. No person shall address a meeting of the Neighborhood Council without permission of the co-facilitators, and all persons shall, at the request of the co-facilitators, be silent. No person shall disrupt the proceedings of a meeting of the Neighborhood

Council. If, after clear warning from one of the co-facilitators, a person continues to disrupt the proceedings, a Co-Chair may request the person to withdraw from the meeting and if the person does not withdraw, a Co-Chair may request a constable or other officer to remove the person from the meeting.

### **Section 5.8: Meeting Agendas**

The Co-Chairs shall prepare meeting agendas. Any Neighborhood Council Member may submit an item to the agenda in writing to the co-facilitators at least seventy-two (72) hours in advance of the meeting.

### **Section 5.9: Neighborhood Council Board Executive Session**

#### **5.9.1: Calling Executive Session**

An Executive Session of the Board may be called by the Co-Chairs or by a majority of the Neighborhood Council Board under the following circumstances:

- A. On the advice of counsel;
- B. To discuss current or pending legal matters;
- C. To consult with financial auditors;
- D. To discuss or act on personnel issues;
- E. To discuss or act on contract positions, or;
- F. To conduct strategy sessions in preparation for negotiations, collective bargaining, or litigation

To convene an executive session, the Neighborhood Council Board must first notify the Membership of their intentions to meet in private, and under which circumstance (A-F) they are justifying their meeting. Only the circumstances noticed in the call for executive session may be discussed and voted on in that executive session. Other items that may come up shall be tabled for another noticed executive session.

#### **5.9.2: Participation in Executive Session**

Only Neighborhood Council Board members and individuals invited by the Co-Chairs, and approved to participate by a majority of Neighborhood Council Board members, may be present in executive session. Neighborhood Council Board members may discuss the business conducted in an executive session only with other Neighborhood Council Board members, persons present in the executive session by invitation of the Co-Chairs and approval of the Neighborhood Council Board, and others upon advice of counsel.

#### **5.9.3: Confidentiality of Executive Session**

Executive session deliberations and minutes are confidential. Executive session minutes may only be shared with participants and may not be attached to regular meeting minutes (in accordance with §5.10). Any confidential documents distributed for an executive session should be clearly marked as confidential and maintained by the Co-Chairs or other designated officer. Minutes from executive session must be distributed following the end of the sensitivity in question in accordance with §5.10.

### **Section 5.10: Minutes**

The Neighborhood Council Board shall create and maintain accurate minutes of all meetings, including executive sessions, setting forth the date, time and place, the Board members present or absent, a summary of the discussions on each subject, a list of documents and other exhibits used at the meeting, the decisions made and the actions taken at each meeting, including the record of all votes.

- A. No vote taken at an open session shall be by secret ballot except where specifically outlined in these bylaws—for instance, in the case of the removal of a Board member. Any vote taken at an executive session shall be recorded by roll call and entered into the minutes.
- B. Minutes of all open sessions shall be created and approved in a timely manner. The minutes of an open session, if they exist and whether approved or in draft form, shall be made available within 10 days.
- C. Documents and other exhibits, such as photographs, recordings or maps, used by the body at an open or executive session shall, along with the minutes, be part of the official record of the session.
- D. Minutes shall capture the names of all of those in attendance, unless purposefully withheld.
- E. The minutes of any open session, the notes, recordings or other materials used in the preparation of such minutes and all documents and exhibits used at the session, shall be treated like public records in their entirety. Notwithstanding this paragraph, the following materials shall be exempt from disclosure to the public as personnel information: (1) materials used in a performance evaluation of an individual bearing on his professional competence, provided they were not created by the Board members of the Neighborhood Council for the purposes of the evaluation; and (2) materials used in deliberations about employment or appointment of individuals, including applications and supporting materials; provided, however, that any resume submitted by an applicant shall not be exempt.
- F. The minutes of any executive session, the notes, recordings or other materials used in the preparation of such minutes and all documents and exhibits used at the session, may be withheld from disclosure to the public in their entirety, as long as publication may defeat the purposes of the executive session, but no longer;
- G. When the purpose for which a valid executive session was held has been served, the minutes, preparatory materials and documents and exhibits of the session shall be disclosed unless the attorney-client privilege or the personal information exemption applies to withhold these records, or any portion thereof, from disclosure.
- H. If an executive session is held, preparatory materials and documents and exhibits used at the session may be withheld from disclosure to the public in their entirety, unless and until such time as a litigating, negotiating or bargaining position is no longer jeopardized by such disclosure, at which time they shall be disclosed unless the attorney-client privilege or the personal information exemption applies to withhold these records, or any portion thereof, from disclosure.
- I. The Neighborhood Council Board, or its Co-Chairs or designee, shall, at reasonable intervals, review the minutes of executive sessions to determine if the provisions of this subsection warrant continued non-disclosure. Such determination shall be announced at the Neighborhood Council's next Membership meeting and such announcement shall be included in the minutes of that meeting.
- J. Upon request by any person to inspect or copy the minutes of an executive session or any portion thereof, the Neighborhood Council Board shall respond to the request within 10 days following receipt and shall release any such minutes not covered by

an exemption; provided, however, that if the Neighborhood Council Board has not performed a review, the Neighborhood Council Board shall perform the review and release the non-exempt minutes, or any portion thereof, not later than the Neighborhood Council Board's next meeting or 30 days, whichever first occurs. The Neighborhood Council Board shall not assess a fee for the time spent in its review.

### **Section 5.11: Frequency of Membership Meetings**

The Neighborhood Council Membership shall meet not less than six (6) times per calendar year, with a minimum approximate rhythm of every other month. The Board will strive to schedule these meetings well in advance. Membership meetings of the Neighborhood Council may also be convened upon written request of at least ten (10) Neighborhood Council Members. The Board will schedule such meeting within seven (7) days of receiving such a request and hold it within fourteen (14) days.

One of the meetings will be an annual General Meeting that reoccurs on or about the same date every year, with a schedule to be established by the board. This General Meeting will be an opportunity to provide feedback to the larger community. The meeting date and agenda must be publicized through efforts that expand beyond routine mechanisms, as specified in the membership plan. The Founding Board will choose a date.

## **Article 6—Officers**

### **Section 6.1: Officers and Duties**

Two Co-Chairs, a Secretary, and Treasurer shall serve as officers of the Neighborhood Council Board. No person shall serve in more than one officer position at a time.

#### **6.1.1: Co-Chairs**

The Co-Chairs shall preside at all meetings and shall perform such duties as the Neighborhood Council from time to time authorizes. The Co-Chairs shall prepare meeting agendas with input from the Neighborhood Council Members. At least one of the Co-Chairs must identify as female.

#### **6.1.2: Secretary**

The Secretary shall be responsible for recording and maintaining minutes, attendance records, the active membership roster, decisions, and other non-financial files of the Neighborhood Council. The Secretary shall be responsible for ensuring that official notices of the Neighborhood Council are distributed including public notice.

#### **6.1.3: Treasurer**

The Treasurer shall have charge of all funds belonging to the Neighborhood Council and shall receive, deposit and disburse funds for the Neighborhood Council in a bank or financial institution in such manner as designated by the Neighborhood Council. The Treasurer shall make financial reports as directed by the Neighborhood Council.

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institution in such manner as designated by the Neighborhood Council Board. This manner must involve at least two other members of the Neighborhood Council Board, and division of duties such that in any given disbursement:

- A. One person requests funds
- B. A second person prepares checks
- C. A third person endorses checks.

The Treasurer shall make financial reports as directed by the Neighborhood Council Board.

## **Section 6.2: Election of Officers**

Annually, the Neighborhood Council Board shall elect its own officers immediately following a General Election. This election shall occur at the second meeting after the election of the Founding Board. In the interim, meetings shall be chaired by the prior co-chairs (regardless of whether they will continue as board members or officers in the new term), unless the newly elected board votes otherwise by a simple majority which will be held within 14 days of the election. Any Board member of the Neighborhood Council may nominate themselves or another Board member as an officer. Run-off ballot procedures shall be used in the event that more than two candidates are nominated for one position.

## **Section 6.3: Terms of Office**

Officers shall serve for a term of one year until the next election of officers, or until they resign or are removed from their positions. Officers may succeed themselves in office. No person shall serve as a Co-Chair for more than twenty-four (24) consecutive months. No person who has resigned or has been removed from the office of Co-chair within any preceding six (6) month period shall be eligible to serve as Co-chair.

## **Section 6.4: Officer Vacancies**

The Neighborhood Council may fill any vacancy among officers with a majority vote. An officer elected to fill a vacancy shall serve the remainder of the unexpired term.

## **Section 6.5: Resignation of Officers**

Any officer may resign from their office by delivering a written resignation to the Co-Chairs or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later date and time.

## **Section 6.6: Removal of Officers**

An officer may be removed from their office for *just cause*. Procedures for removal of an officer are as follows:

- A. Any three (3) Neighborhood Council Board members may request the removal of an officer for just cause. The request should be submitted to all officers with an explanation of the reasons for removal.
- B. The most senior officer not subject to the request for removal will notify the Neighborhood Council of the request and invite the officer in question to respond at a meeting scheduled at least fourteen (14) days from the date notice is received by the officers.
- C. The Neighborhood Council Board will meet to determine whether there is just cause to remove the officer. Removal of an officer requires a majority vote of the Board.

Removal of an individual from an officer position is not the same as removal of Neighborhood Council Board membership.

## **Article 7—Committees and Working Groups**

### **Section 7.1: Committees**

The Neighborhood Council Board may establish committees composed of Council Members that shall have and exercise such powers as shall be conferred or authorized by the resolution appointing them. Any committee shall be composed of at least one (1) Neighborhood Council Board Member. The chair or Co-Chairs of a committee shall be selected by the committee Members unless designated by the Neighborhood Council Board. Committees shall determine their own policies for keeping and distributing minutes.

### **Section 7.2: Working Groups**

The Neighborhood Council Board may establish working groups and appoint persons to advise the Council on matters of interest. Working Groups may include persons not in the Neighborhood Council. Working groups will also be created upon the written request of no less than three (3) Members. The chair of a working group shall be designated by the Neighborhood Council Board. A working group can overlap with a Committee, acting as an expansion of a committee whereby only the officially declared members of the Committee have voting rights. Working groups shall determine their own policies for keeping and distributing minutes.

## **Article 8—Parliamentary Procedure**

### **Section 8.1: Robert's Rules of Order**

Robert's Rules of Order, Revised Edition shall be followed for parliamentary procedure when it does not conflict with the bylaws of the Neighborhood Council. The Board will consider creating a committee to consider other codes of conduct or parliamentary procedures for the future. The rules of parliamentary procedure may be suspended by a two-thirds (2/3) vote of the Neighborhood Council Board members present at any given meeting.

Three important, lesser-known, voting-related motions of Robert's Rules of Order are identified below. These are brief definitions for basic reference purposes and should not substitute for the more complete definitions accord to the rulebook of Robert's Rules:

1. Motion to Postpone to a Certain Time: a motion used to delay action on a pending question until a different day, meeting, hour or until after a certain event. The Motion to Postpone to a Certain Time shall be used by the Neighborhood Council in lieu of simply "tabling" a discussion or vote until an undefined time.
2. Motion to Reconsider: a motion to re-vote on an issue, which must be made by an individual on the "losing side" of a vote and which must be made no later than the next meeting after which the original vote took place. The re-vote is immediate. The USNC shall not use this motion. In its place, the USNC shall always use the Motion to Reconsider and Enter into the Minutes.
3. Motion to Reconsider and Enter into the Minutes: a special form of the motion to reconsider that automatically halts a passed motion from taking effect until it is called up at another meeting, which cannot be held on the same day. Its purpose is to delay a temporary majority from taking action on a measure until there is time to notify absent members.

## **Article 9—Employees and Vendors**

The Neighborhood Council Board may hire employees or enter into agreements with vendors or other parties to assist in achieving the Council's mission.

## **Article 10—Books and Records**

The Neighborhood Council Board shall keep correct and complete books and records of account; meeting minutes; and a register of the names and addresses of the officers. All books and records of the Neighborhood Council Board may be inspected by any officer, or agent or attorney thereof, for any proper purpose at any reasonable time.

## **Article 11—Restrictions on Activities**

### **Section 11.1: Restricted Activities**

No officer, Board member, employee, agent, or any other representative of the Neighborhood Council shall take any action or carry on any activity by or on behalf of the Neighborhood Council not permitted to be taken by an organization exempt under section 501(c)3 of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code. The Neighborhood Council shall not formally endorse any political candidate or party.

### **Section 11.2: Use of Name**

No person or officer shall use the name or Membership list of the Neighborhood Council for other than strictly Neighborhood Council purposes without authorization of the officers. No person shall speak publicly in the name of the Neighborhood Council without authorization of the officers.

## **Article 12—Dissolution**

Unless required otherwise by any law, the Neighborhood Council may be disbanded by a two-thirds (2/3) vote of a quorum present at a Neighborhood Council meeting with specific notice that such issue will be considered. Said notice shall be posted at least thirty (30) days in advance of the meeting. If the Neighborhood Council is disbanded, any assets of the Neighborhood Council shall be donated to a charitable entity consistent with section 501(c)3 of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts.

Upon dissolution, any group of interested parties may initiate an open community process, such as the one entered into by the Union Square Neighborhood Council Working Group in 2016-17 to develop goals, rules, and bylaws for a different version of a Neighborhood Council. This Council would be subject to ratification by the larger community of Union Square stakeholders.

## **Article 13—Conflicts of Interest**

The determination of any conflicts of interest for Neighborhood Council Board members shall be governed by Massachusetts General Laws, c. 268A, as applicable to "special municipal employees". Adherence to MGL c. 268A, should in no way be construed to limit a Board

Member's ability to speak on matters of policy, or to otherwise designate them as a Municipal Employee. In addition, the Board of the Union Square Neighborhood Council is bound by three ethical duties with respect to all potential conflicts of interest:

- A. A duty of loyalty, to serve at all times the best interest of the Neighborhood Council and the community. A Board member is expected to place the needs of the Neighborhood Council and the community above their own personal interests.
- B. A duty of care and good faith, to act in all Neighborhood Council matters with common sense, diligence, and informed judgement.
- C. A duty of faithfulness to the mission of the Neighborhood Council and its committees.

Without limiting the duties and obligations set forth in this Article, conflicts of interest may arise where a Board member has an existing or potential financial or personal interest that could interfere with that individual's independent or objective judgement, or ability to discharge of any of the duties set forth above, in any decision to come before the Neighborhood Council.

Board members shall recuse themselves from voting on or participating in the discussion of any matter in which they have a conflict of interest. In any matter in which a Board member has a potential conflict of interest, that Board member shall fully disclose the nature of the potential conflict at the earliest possible opportunity to the Board or Committee in which the matter shall be under consideration. Following such disclosure by the Board member, the Board shall vote by simple majority as to whether that Board member shall recuse themselves from any discussion or voting on the matter. A person who recuses themselves from considering a matter due to an actual or potential conflict of interest shall not be present during the discussion or voting on such a matter.

Recognizing that many Neighborhood Council Board members and general Members are active in other volunteer civic organizations throughout Union Square and Boston, it shall not be a conflict of interest for any Board or general Member to discuss and vote on matters which they have considered before as Members of the other volunteer councils, committees, commissions or similar organizations. It is expected that Members shall use any knowledge or perspective gained from said organizations to provide insight and clarification for the Union Square Neighborhood Council.

As elaborated in Massachusetts General Laws, c. 268A, Neighborhood Council Board members may not:

- A. Ask for or accept anything (regardless of its value), if it is offered in exchange for agreeing to perform or not perform an official act.
- B. Ask for or accept anything worth \$50 or more from anyone with whom the Neighborhood Council Board member has official dealings.
- C. Hire, promote, supervise, or otherwise participate in the employment of the Neighborhood Council Board member's immediate family or the Neighborhood Council Board member's spouse's immediate family.
- D. Take any type of official action that will affect the financial interests of the Neighborhood Council Board member's immediate family or the Neighborhood Council Board member's spouse's immediate family.
- E. Take any official action affecting own financial interest, or the financial interest of a business partner, private employer, or any organization for which the Board member serves as an officer, director, or trustee.



- F. Act in a manner that would make a reasonable person think the Neighborhood Council Board member can be improperly influenced. A Neighborhood Council Board member can avoid violating this provision by making a public disclosure of the facts in writing.
- G. Improperly disclose or personally use confidential information obtained as a member of the Neighborhood Council Board.

### **Article 14—Non-Discrimination**

The Neighborhood Council will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

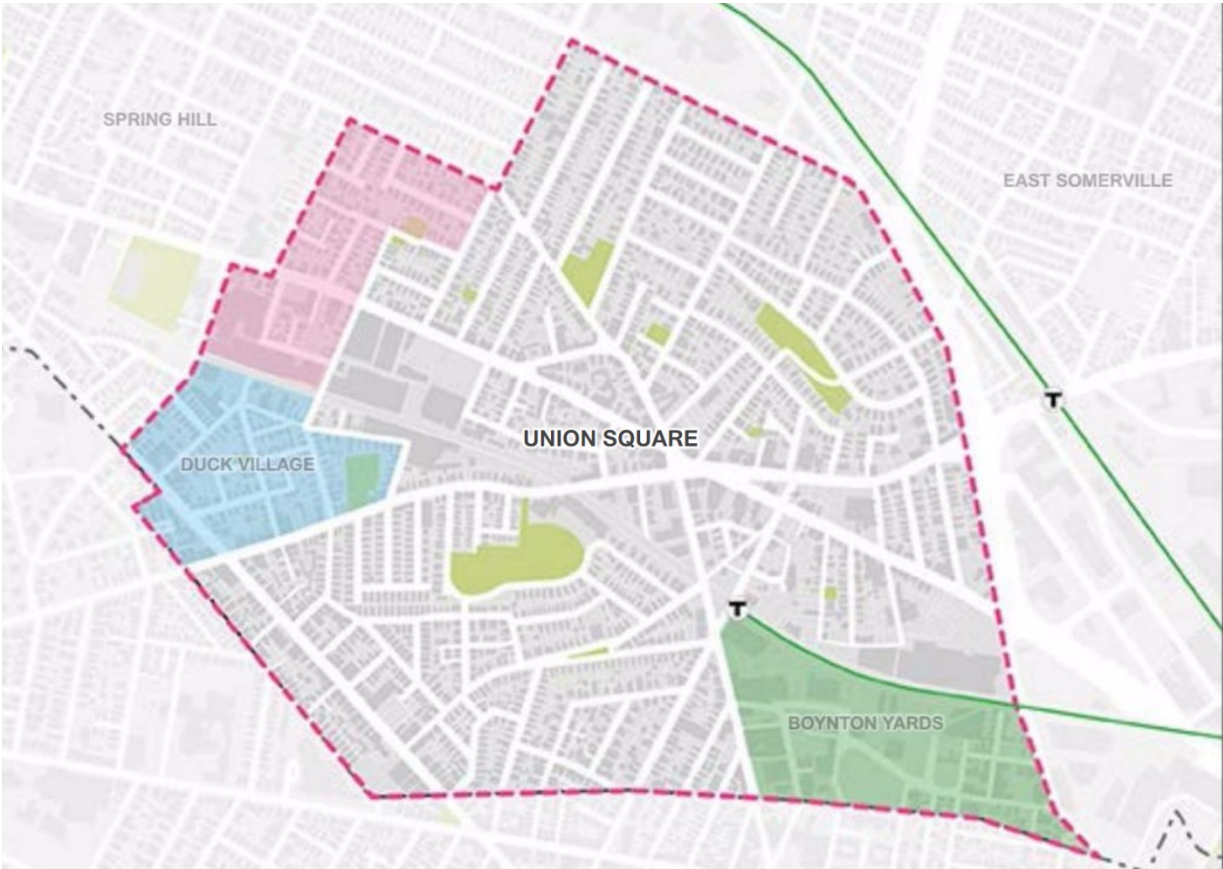
### **Article 15—Amendments to Bylaws**

Amendments to these bylaws will be adopted with approval of a two-thirds (2/3) majority vote of Neighborhood Council Members present and voting at a Membership meeting with a quorum of the Neighborhood Council Board members in attendance. The proposed amendment and planned vote will be made public a minimum of two weeks in advance of the meeting.

### **Article 16—Community Benefits Agreement**

If the Neighborhood Council negotiates a Community Benefits Agreement (CBA) with any developer within the Union Square Neighborhood Boundaries as defined in Appendix A, the Neighborhood Council Board shall be vested with the power to select a Negotiating Committee to negotiate said CBA. In order to approve a CBA as negotiated, the Neighborhood Council Board will require support from  $\frac{2}{3}$  majority of the Neighborhood Council Membership voting in a ballot vote over the course of one day. Such a ballot vote shall be publicized at least two (2) weeks in advance, and be preceded by a public meeting where the Negotiating Committee will explain the contents of the CBA and answer clarifying questions. The CBA will be made public at or before the explanatory meeting and at least one week in advance of the ratification voting. If a CBA does not receive 2/3rds majority support then the Neighborhood Council will continue negotiating until a 2/3rds majority- supported agreement can be reached.

# Appendix A: Map of Union Square Neighborhood



Source: Union Square Neighborhood Plan (page 17) adopted by the Planning Board of the City of Somerville on May 5, 2016