

**DRAFT AMENDED AND RESTATED BY-LAWS**  
**March 1, 2022**  
**OF**  
**EAST BOSTON PROJECT ADVISORY COMMITTEE**

**ARTICLE I**  
**GENERAL**

**Section 1.     Name**

The name of the committee is the East Boston Project Advisory Committee Inc., (the “Corporation”), a Massachusetts Not for Profit Corporation.

**Section 2.     Fiscal Year**

The fiscal year of the Corporation shall end on December 31<sup>st</sup>, unless otherwise decided by the Board of Directors.

**Section 3.     Diversity and Inclusion**

The community of East Boston has and will always be a place that respects and welcomes individuals from all backgrounds, experiences, cultures, and ethnicities. Moreover, East Boston is ever changing. To support the Corporation’s future growth and impact on the Community, we are continually looking for enthusiastic and committed individuals from a broad range of backgrounds and experiences to be part of the Board of Directors. The diversity of our Membership will make the Corporation a stronger organization which will be better able to serve the East Boston Community. Creating an inclusive environment in which Board Members are engaged and empowered strengthens the mission of the Corporation and fosters a culture where Members are inspired to work on behalf of the entire East Boston Community. The Corporation encourages partnerships among the Board Members, members of the public, community leaders, and stakeholders so all who engage with the Corporation feel welcome and are valued for their contributions while engaged with the Corporations’ mission.

**ARTICLE II**  
**MEMBERSHIP**

**Section 1.     Membership**

The membership shall consist of the original 19 members as listed in Exhibit C of “Agreement between Massachusetts Port Authority and Boston Redevelopment Authority”, dated August 26, 1981 and such other members as may be duly qualified and elected per the provisions of Section, Chapter 349 of the Acts of 1991, these By-laws and the laws and regulations governing Corporations in

Massachusetts generally. For purposes of these By-laws a “Member” shall be a Director and the terms shall have the same meaning unless otherwise specified. An “Associate Member” shall not be a Member for purposes of these By-laws.

**Section 2. Removal**

A member may be removed for cause after that member has not attended three (3) consecutive East Boston Project Advisory Committee meetings. After a member has not attended three (3) consecutive meetings for which notice has been provided, reasonable notice shall be given to such member to appear and show cause as to any circumstances that should bar his or her removal by a two-thirds (2/3) vote of the members present and voting.

**Section 3. Resignation**

At any time, a member may resign by delivering his resignation in writing to the President or Clerk of the Corporation. Such resignation shall be effective upon receipt; formal acceptance shall not be necessary to make it effective unless it so states.

**Section 4. Limitation on Membership Terms**

**a. Members as of June 30, 2021**

Members of the Board of Directors duly elected before June 30, 2021 shall continue serving as Members until the earlier of either: (a) their death, resignation or removal as a Member of the Board or (b) the date which is announced as the official opening of Piers Park Phase II and Piers Park 3. Effective, thereafter, except as may be otherwise provided to carry out this recommendation, all Board member terms, regardless of when said member was elected to the Board, shall be limited to a maximum 3 year term and a Board Member shall not be eligible to serve as a Board Member again until one (1) year after the expiration of their most recent term.

**b. Members appointed after June 30, 2021**

All vacancies in the Organization’s Board of Directors existing after June 30, 2021 shall be filled in accordance with the provisions for filling vacancies (described in Section 5 below). Any new member shall be limited to a maximum 3 year term and a Board Member shall not be eligible to serve as a Board Member again until one (1) year after the expiration of their most recent term.

**c. Staggered Terms**

Notwithstanding anything to the contrary as may be contained in this Section, once all members are subject to the limitation on terms as provided for in this Section, at least six (6) members of the Board of Directors shall be replaced at the end of each calendar year with terms of office being adjusted in order to create a

consistent turnover of the Board of Directors. The terms of office may be adjusted accordingly in order to achieve the foregoing.

## **Section 5. Vacancies**

### **a. Definition of Vacancy**

A vacancy in the membership, shall be deemed to have occurred upon either (i) the resignation, death or mental incapacity of a member (ii) removal, or (iii) upon expiration of a Member's term as provided for in Section 4. A vacancy shall be filled by a majority vote of the remaining members in accordance with this Section. In no event shall a vacancy be filled at the same meeting as nominations are taken for such vacancy. Any qualified person so nominated as a member of the Board shall be present at such nominating meeting in order to accept a nomination. No person who is not present at a meeting for which nominations are held shall be nominated as a member.

### **b. Nominating Procedures to fill Vacancies:**

The Board shall utilize the following procedures to fill vacancies on the Board of Directors:

- i. The Corporation shall nominate and appoint no more than seven (7) seats of the Board of Directors, including the first seven (7) vacancies on the Board of Directors as of June 30, 2021;
- ii. For the remaining twelve (12) seats, the Board shall accept and consider At least two (2) and no more than three (3) separate nominations for consideration from each of the following:
  - a. At least Four (4) members shall be designated by existing East Boston Community Based Organizations, that have been in existence for at least four (4) years prior to June 30, 2021 and whose mission includes advocacy on behalf of Latin American Immigrants, Persons of Color, and historically underrepresented populations within the East Boston Community;
  - b. No more than (6) members shall be designated by East Boston civic organizations that are in existence as of June 30, 2021 and which are recognized by the City of Boston's Mayor's Office of Neighborhood Services;
  - c. At least two (2) members shall be designated by existing East Boston organizations, who have been in existence for at least four (4) years prior to June 30, 2021 and whos mission includes programming for organized youth recreation (organizations to be determined in final by-law amendment);

- d. The order of the above nominations shall be initially established by random lottery. Upon the initial nomination and appointment as provided hereunder, any vacancy in that seat shall filled by the same organization.
- iii. All nominations submitted to fill a vacancy shall be submitted in writing on a form prepared and approved by the Corporation and the vacancy shall be filled from only the nominations submitted upon a majority vote of the Board and such nominations shall be consistent with the objective of increasing and promoting diversity and inclusion on the Board of Directors.

### **ARTICLE III MEETINGS OF MEMBERS**

#### **Section 1. Conduct of Meetings**

All meetings of the members shall be open meetings, held at a suitable time and place within the Commonwealth of Massachusetts as determined by the Board of Directors. Unless otherwise stated, all meetings shall be conducted in accordance with Robert's Rules of Order and held on a weekday which is not a federal holiday of each month no earlier than 6:30 p.m. or such other date as the President may set. The President of the Corporation shall be responsible for setting the Meeting Agenda. Said Agenda to include matters that are within the purview of the Corporation. The President shall be responsible for ensuring that Meetings of the Corporation are conducted in an orderly fashion and may set rules and time limits, which shall be in the discretion of the President, including rules for recognizing members of the public in attendance at meetings. In the event that the agenda does not include a time for public comment, a motion by any member if seconded by any other member will authorize the President to recognize any member of the public to address the committee on a pertinent issue for a reasonable period of time as determined by the President. Meetings of the Organization shall be live streamed via a remote platform that permits members of the public the ability to observe and to the extent permitted by the Open Meeting Law, participate in the meeting. Upon the request by a member of the public or by a member of the Board made at least seven (7) days prior to the scheduled meeting, the Organization shall make reasonable efforts to provide translation services to the extent that such services are available.

#### **Section 2. Annual Meeting**

The Annual Meeting of the members shall be held each year prior to the end of the Fiscal year and which is on a date and time that is mutually convenient for Members. If the Annual Meeting is not able to be held on the date set and for which notice has been provided, then a special meeting in lieu of the Annual Meeting may be held at a later date with all the force and effect of an Annual Meeting.

**Section 3. Special Meeting**

In the event that the Corporation determines that additional meetings are necessary, a Special Meeting of the members may be called by the President or upon written application of three (3) or more members and shall be called by the Clerk or, in case of the death, absence, incapacity, or refusal of the Clerk, by any other officer. The call and the written application shall state the purposes for which the proposed meeting is to be held and shall be given to each member at least 48 hours prior to such meeting.

**Section 4. Notice of Meetings**

A notice of each meeting of the members containing the place, date, hour and the purpose for which it is to be held shall be given to each member by the Clerk, or, in case of the death, absence, incapacity, or refusal of the Clerk, by any other officer, at least five (5) days before the meeting. Notice of a meeting need not be given to a member if a written waiver of notice, executed before or after the meeting by such member, is filed with the records of the meeting. Notice of the meeting shall also comply with the requirements of G. L. c. 30A, s. 11A ½ (The Open Meeting Law) and shall be placed on the Corporation's website ([www.ebpierpac.org](http://www.ebpierpac.org)) no later than 6:00 p.m. two (2) business days prior the scheduled meeting.

**Section 5. Quorum**

A majority of members in office shall constitute a quorum. For purposes of this provision majority shall mean one (1) more than half of the members in office at the time of the meeting. No votes shall be taken unless a quorum is present.

**Section 6. Voting**

Each member shall have one vote to be executed in person. There shall be no proxy voting. All voting shall be conducted by ascertaining the yeas and neas on any matter unless a roll call vote is requested. Voting by ballot may only be permitted provided that it is consistent with the provisions of the Open Meeting Law.

**Section 7. Presiding and Recording Officers**

Meetings of members shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President, if any. If there is no Vice President, or he or she is absent, a person shall be chosen at the meeting to preside over the meeting. The Clerk of the Corporation shall act as Clerk of the meeting, and in his or her absence, a Temporary Clerk shall be chosen at the meeting.

**Section 8. Action By Consent**

To the extent permitted by the Open Meeting Law, any action to be taken by the members may be taken without a meeting if two-thirds (2/3) of all members entitled to vote on the matter consent in writing to the action and that said action

is placed on the next agenda for ratification. The Clerk shall file the written consent with the records of the meetings of the members. Such consent shall be treated for all purposes as a vote at a meeting of the members at which a quorum was present.

**Section 9. Committees**

The President in consultation with the Members, may choose amongst the Membership as it may determine, any committees or advisory boards. The President shall be an ex-officio member of all committees

**ARTICLE IV  
OFFICERS**

**Section 1. Designation**

The Officers of the Corporation shall consist of a President, Vice President, Treasurer, Clerk and such other officers as the Board of Directors may from time to time appoint. The Clerk shall be a resident of the Commonwealth of Massachusetts. A person may not hold more than one office at the same time. If required by a majority of the Board of Directors, an officer shall give the Corporation a bond for the faithful performance of his or her duties in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors.

**Section 2. Election**

The President, Vice President, Treasurer, and Clerk shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors and shall hold office until the next Annual Meeting of the Board of Directors and until their respective successors are chosen and qualified. Officers shall be may be elected by a majority vote of the membership, but in no event shall an Officer be elected at the same meeting as nominations are taken for such Officers. Any qualified person so nominated as an Officer shall be present at such nominating meeting in order to accept a nomination. No person who is not present at a meeting for which nominations are held shall be nominated as a member. All other officers shall be elected by the Board of Directors at any time and shall hold office for such terms as the Board of Directors may determine in accordance with these by-laws.

**Section 3. President and Vice President**

The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board of Directors, exercise general supervision and control of the affairs of the Corporation. The President shall have such further powers and duties as the Board of Directors shall determine. The President, when present, shall preside at all meetings of the members and Board of Directors of the CORPORATION. In his or her absence, a Vice President, if any, shall preside. In addition to having the same powers as the President in the President's absence,

the Vice President shall have such powers and perform such duties as may be determined by the Board of Directors. The Vice President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.

**Section 4.     Treasurer**

The Treasurer shall have, subject to the direction of the Board of Directors, general charge of the financial affairs of the Corporation and shall keep full and accurate records thereof, which shall always be open to the inspection of the President or any Director. In consultation with the Corporation's accountant and counsel, he or she shall submit a monthly financial statement and such other statements as the President may require. He or she shall further render to the President and Directors, at the regular meetings of the Board of Directors, or whenever they require it, a statement of the accounts of his or her transactions as Treasurer and of the financial condition of the Corporation. At the Annual Meeting, in consultation with the Corporation's accountant and counsel, the Treasurer shall present to the Membership an annual report reflecting the Corporation's expenses for the immediate preceding year with a comparison of the previous year's expenses. In addition, the Treasurer shall provide a proposed budget for the upcoming calendar year showing the total budgeted expenditures reasonably anticipated for the coming year, which shall be voted on and approved by a majority vote of the Members.

**Section 5.     Clerk**

The Clerk shall be responsible for recording and maintaining records of the proceedings of all meetings of the members and of the Board of Directors in books kept for that purpose. He or she shall be responsible for insuring notification to the members of all meetings in accordance with By-Laws. If the Clerk is absent from any meeting of the members or of the Board of Directors, a Temporary Clerk shall be chosen to exercise the duties of the Clerk at such meeting. The Clerk shall keep all the records of the Corporation not kept by the Treasurer. The Clerk, with the approval of the Corporation, shall employ such person or persons to assist with maintaining records of the Meetings including meeting minutes.

**Section 6.     Delegation of Power**

In the case of the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by a majority of the Board of Directors, the Board of Directors may delegate an officer's powers or duties to any other officer.

**Section 7.     Vacancies**

A vacancy in any office may be filled by the Board of Directors by the election of a successor to hold office for the unexpired term of the officer whose place is vacant and until his or her successor is chosen and qualified, but in no event shall

a vacancy be filled at the same meeting as nominations are taken for such vacancy. Any qualified person so nominated as an Officer shall be present at such nominating meeting in order to accept a nomination. No person who is not present at a meeting for which nominations for Officers are held shall be nominated as an Officer.

**Section 8. Resignation**

Any officer may at any time resign his or her office by delivering his or her resignation in writing to the Corporation or to the President or Clerk. Such resignation shall be effective upon receipt and acceptance thereof shall not be necessary to make it effective unless it so states.

**Section 9. Removal**

Any officer may be removed from his or her office with cause by a vote of a two-thirds (2/3) majority of the Directors who are in office at that time.

**ARTICLE V  
PERSONAL LIABILITY**

The Board of Directors shall have no power to bind the members of the Corporation personally or to call upon them for the payment of any sum of money or any assessment whatsoever. The members, Directors, and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debts, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation. The Corporation shall be authorized to maintain appropriate liability insurance insuring the Corporation, officers and directors.

**ARTICLE VI  
AMENDMENTS**

The By-Laws of the Corporation may be amended by a vote of two-thirds (2/3) of the Directors then in office. A copy of the Amendment shall be circulated and discussed at the meeting prior to the scheduled meeting to vote on any Amendment. Changes to the form of the Amendment may be proposed and considered at the meeting at which any amendment shall be voted upon. At the meeting, which any amendment shall be considered, the Amendment as proposed shall be read along with any proposed amendments to the Amendment. The final version shall be voted upon by a two thirds (2/3) vote of the Directors.

**ARTICLE VII  
CONFLICT OF INTEREST**



In the absence of fraud or misrepresentation, no contract or other transaction between this Corporation and any other person or organization, and no act of this Corporation, shall be affected by the fact that a Director, Officer or employee of this Corporation has a financial or other interest in such other person or organization. Notwithstanding the foregoing, any Member, Director, or Officer individually, or any firm or corporation in which such Member, Director, Officer or officer may have an interest, may be party to, or may have a financial or other interest in, any contract or transaction of this Corporation, provided that the fact that such person, firm or corporation has such an interest (other than an interest of less than 1% in any class of securities of a corporation which are publicly traded) shall be disclosed to or shall be known by the Board of Directors or a majority of the members thereof, and provided further, that such person shall not vote or upon such matter or participate.

CERTIFIED TO BE TRUE AND CORRECT

East Boston Project Advisory Committee, Inc.

---

By: Fran Carbone, Clerk