

Review draft of Bylaws of the Porter Square Neighbors Association, March 2021

We need to update our bylaws to include procedures needed when meetings are held online, to address a couple of issues they do not address, and to tighten up some of the language.

Specifically:

- How we conduct the election of officers
- What to do when an elected officer resigns or is unable to serve
- Allowing one person to hold two offices (which is the case right now)
- When to give public notice of our meetings and what information such notices should include
- How to disband the organization
- To adopt the use of *their* as the impersonal third-person pronoun and to change the spelling of *by-laws* to *bylaws*.

We invite you to review this draft of the proposed changes and provide your comments at the PSNA meeting of March 18 or during the two-week period that follows. We welcome comments in the most useful form for you. Unfortunately, the software that runs our website does not permit us to post Word files so that you can use Track Changes for your comments. You will need to copy sections from this file, plop them into a Word file with your comments, and send that file to shunziker@comcast.net. You can also post the information (but not the file, please) for discussion to portersquare@googlegroups.com

We intend to post a copy that reflects these comments meeting for further review two weeks before the April 15, 2021 meeting and to vote on accepting the changes at that meeting.

Thanks.

Article I: Organization

The name of this organization shall be **The Porter Square Neighbors Association**. The purpose of this organization shall be to develop, enhance, and maintain the quality of life in Porter Square and adjacent neighborhoods of Cambridge and Somerville, Massachusetts.

Article II: Membership

Membership in this organization shall be open to residents, business owners, and all others who have an interest in improving the quality of life in Porter Square.

Article III: Dues

The dues of this organization shall be \$10.00 per year and shall be payable as of the November meeting to cover the following 12 months. Dues not paid at the November meeting may be paid later in the year, but are for a period ending at the following November meeting are not reduced in amount, and apply only to the portion of the year starting at the meeting on which the dues are paid.

Article IV: Meetings

Regular meetings. Regular meetings shall be held on the third Thursday of each month at a time and place determined by the officers. Regular meetings must be held within the general area of Porter Square. Public notice of the time and place of a regular meeting must both be posted on the PSNA website and sent to the PSNA email discussion list at least one week in advance. If a poll of the officers concludes that there is insufficient business for a regularly scheduled meeting, that meeting may be cancelled with one week's public notice.

Online meetings. Under exceptional circumstances, such as government action or extended unavailability of appropriate facilities, the officers may unanimously conclude that a regular meeting

should be held online rather than in person. All rules shall apply to such meetings and to voting. The public notice of the meeting should specify the methods to be used and any equipment or advanced preparation that will be required to attend and participate, and what attendees must do to ensure that their attendance is recorded.

Special meetings. Special meetings may be called by the officers when they deem it in the best interest of the organization. Public notice of the date, time, place, and purpose of a special meeting must be given two weeks in advance. No other business except that specified in the public notice may be transacted at a special meeting. All rules shall apply to a special meeting, including those that define eligibility to vote and voting procedures, if a vote is on the agenda for the meeting.

Article V: Voting

All votes require a quorum of six (6) members who have both met the eligibility requirements to vote and are in attendance at the meeting.

Eligibility. A member shall be eligible to vote if their dues have been paid on or before the date of the meeting on which a vote is taken and they have attended either 1) at least two of the previous six meetings or 2) at least four (4) of the previous 12 meetings, limited to the previous 24 months. Prior attendance shall be determined by a member's signature or check-off on a meeting's attendance sheet or the mechanism used to record attendance at an online meeting.

If the vote is taken at an online meeting and a member has met the attendance requirement but has not paid dues, the member is not eligible to vote at that meeting.

Election of officers. The election of officers shall be conducted at the first regularly scheduled meeting held on or after November 1. Candidates shall be nominated at this meeting. When only one candidate has been nominated for each office, the election shall be conducted by acclamation. When more than one candidate has been nominated for any office, the election shall be held by secret ballot at the meeting.

If the meeting at which officers are elected is held online and a secret ballot is required, voting members shall send their ballots to the organization's post office box. Ballots received shall be opened and counted by at least two officers at the next regular meeting, regardless of whether it is held in person or online. Ballots submitted at the meeting where they are counted will not be accepted.

If the November meeting cannot be held either in person or online, the election of officers must be held at the next regular meeting. In such a circumstance, the terms of the officers willing to continue to serve will be extended until the election is held.

Other votes. All other matters shall be voted upon by voice or hand, with one exception: when a majority of eligible voting members votes to require the use of a secret ballot.

Article VI: Officers

The officers of this organization shall be as follows:

- The President shall, in consultation with the officers, set the agenda of the meetings; shall call the meetings to order at the appointed hour; and shall declare all motions for a vote. The President shall establish committees and appoint committee chairpersons at their discretion.
- The Vice President shall assume the responsibilities of the President in the absence of the President.
- The Secretary shall be responsible for taking minutes of the meetings, recording votes, maintaining attendance sheets, and keeping the membership list up to date.
- The Treasurer shall be responsible for collecting dues, maintaining the organization's finances, and paying the organization's debts. The Treasurer shall make the organization's financial books available for inspection by any member upon request.

When it is not possible to field a candidate for all offices, one person may hold two offices. The president cannot hold another office; the minimum number of officer holders is three (3). Except as

otherwise specified in these bylaws, officers shall serve for a one-year term commencing immediately after they are elected. This term shall be extended when it is not possible to conduct the election in November. This extension shall be no longer than six (6) months.

Should an officer resign or become unable to serve before their term ends or be unwilling to serve an extended term, the remaining officers shall make efforts to encourage members to run for the office and conduct an election for it at the next meeting possible. If no members come forward, the office shall remain unfilled until the next election.

All officers are eligible to participate in all votes. A person who holds more than one office may cast only one vote.

No officer shall receive any salary or compensation for their work. Officers and other members may receive reimbursement for approved expenses incurred on behalf of the organization. Expenses up to \$250.00 are approved by authorization by at least two individual officers before the member incurs the expense. Expenses of more than \$250.00 must be approved by a vote of the membership.

Article VII: Amendments

These bylaws may be altered, amended, or replaced as follows: 1) if more than a quorum is present, by a majority vote, or 2) if only a quorum is present, by a unanimous vote. One regular meeting's notice of this vote is required. These bylaws shall be reviewed annually by the membership at the regular meeting in the month of April or as soon thereafter as feasible.

Article VIII: Dissolution of the organization

When the number of members falls to the quorum of six (6) required to hold a valid vote, the officers can suspend the organization. Meetings may or may not be held, but votes shall not be taken. If, after a period of one year after the suspension, the membership has not increased, the organization shall be

dissolved. Any funds remaining after all expenses have been paid are to be donated to the college scholarship fund established by the City of Cambridge.