

THE ARMOURY-QUADRANGLE CIVIC ASSOCIATION
CONSTITUTION AND BY-LAWS

ARTICLE 1

NAME

The name of this organization is THE ARMOURY-QUADRANGLE CIVIC ASSOCIATION

ARTICLE II

AIMS AND PURPOSES

The general purposes for which this association is formed are as follows:

1. To preserve and improve the character of the Armoury-Quadrangle area of the City of Springfield. To study, plan, coordinate and promote proper zoning, planning, and traffic control for this area.
2. This Association shall be non-partisan and non-sectarian. It shall not endorse any candidate for political office.
3. The Association will cooperate and work with other civic organizations and associations for the general betterment of the City of Springfield, Massachusetts.
4. The Association shall promote legislation consistent with the aims of this organization and help defeat legislation adverse to these aims.

ARTICLE III

MEMBERSHIP

Section 1. The members of the Association shall be those persons who subscribe to the Purposes of the Association, indicate a desire to become members and pay the required dues.

Section 2. Full Membership. Full voting membership in the association shall be available to any resident or property owner of the Springfield area known as The Armoury-Quadrangle. The Armoury-Quadrangle shall be defined as the area north of State Street, east of Chestnut Street, south of Pearl Street, and west of Federal Street.

a There shall be four classes of Full Membership.

1. Family: any two or more members of the same household as owner or resident.
2. Individual: any individual person of household as owner or resident.
3. Institution/Business: any person or persons who own or manage institutional or business property.
4. Honorary. A person who has rendered distinguished or unusual service(s)

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to the neighborhood association. A two-thirds vote of the Board of Directors is required. Election to Honorary Membership shall be for such period as the Association may designate.

Section 3. Associate Member. All other persons in good standing, whose goals are consistent with the goals of this Association, shall be eligible for non-voting membership in the Association.

Section 4. Denial of Membership. The Association shall have the right to deny membership to any applicant who fails to satisfy the eligibility requirements for any class of membership, provided however, that the applicant has been advised of the proposed denial of membership and has been given an opportunity to submit proof in support of his/her eligibility for membership in the Association.

Section 5. Expulsion and Reinstatement The Association shall have the right to expel a member of any classification from membership in the Association for nonpayment of dues or for violation of the provision of these by-laws. A former member, whether a resigned or expelled member desiring reinstatement of membership. may be reinstated as a member of the Association upon showing proof of eligibility and paying all current year dues.

ARTICLE IV

DUES

Section 1. Amount The amount of annual dues for full and associate members shall be determined from time to time by a two-third vote of the Board of Directors of the Association.

Section 2. Payment. Dues for full and associate members in the Association shall be assessed on a calendar year basis and shall be payable to the Treasurer during the first month of the fiscal year. New residents to the neighborhood shall receive free associate membership until the end of the calendar year. All members in arrears in the payment of dues for more than six months shall be deleted from the membership rolls. Any member deleted from membership for nonpayment of dues may be reinstated upon full payment of all current dues.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body of the Association shall be the Board of Directors. The Board of Directors shall have general charge, management, and control of the affairs, funds and properties of the Association and, subject to the provisions of these By-laws and any contrary statement of policy enacted by vote of the members of the Association, shall have authority to take such action in matters of policy and procedure as, in its judgment, will best promote the interests and welfare of the Association, including authority to promulgate, amend or rescind in whole or in part all statements of Association policy as they may exist from time to time.

Section 2. Membership. The Board of Directors shall consist of four elected officers - The President, Vice President, Treasurer, and Recording Secretary. The President shall appoint to the Board of Directors, based on the recommendation of the Committee on Appointments and the vote of the Board of Directors then in office, the chairmen of the Standing Committees in accordance with Article VII.

Section 3. Election. The Officers shall be elected by the members of the Association at their annual meeting in accordance with Article VIII hereof

Section 4. Term of Office. Officers shall be elected for a term of one (1) year Directors shall serve for a term of one (1) year.

Section 5. Vacancies. In the event a vacancy shall occur on the Board of Directors and if the vacancy is an officer, the President shall appoint a replacement which shall require the confirmation of the majority of the remaining Directors. If a non-officer vacancy occurs the President shall appoint a replacement for the unfilled term.

Section 6. Meetings. The Board of Directors shall meet upon the call of the President, or of any three Directors thereof

Section 7. Notice of Meeting~ Regular meetings at a specified time and place may be established by the Board of Directors. Reasonable notice of the time and place of regular or special meetings shall be given to all Directors.

Section 6. Quorum. A majority of the Directors then in office shall constitute a quorum at any meeting of the Board of Directors

Section 9. Voting. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question unless otherwise provided by law or these By-laws with the following exceptions:

- a. Expulsion of Association Member: Two-thirds vote of the Board of Directors - then in office
- b. Dues Change: Two-thirds vote of the Board of Directors then in office.
- c. Change to the By-laws: Two-thirds of the Board of Directors present and voting and two-thirds of the full members present and voting at an annual or special meeting.

Section 10. Attendance. A Board member who misses three consecutive Board meetings may be removed from the Board by a majority vote of the Board.

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of the Association shall be the President, Vice President, Recording Secretary, and Treasurer.

Section 2. Election. The officers shall be elected by the full members of the Association at their annual meeting held in accordance with Article VIII hereof.

Section 3. Duties of President. The President shall exercise general supervision over the executive affairs of the Association. He or she shall preside at all meetings of the Association membership and of the Board of Directors and shall be a member, ex officio, of all Association committees. The President shall have, in addition, the duties made incumbent upon the office by any other provision of these By-laws and which may be assigned by the Board of Directors. In the event of a vacancy in the office of President resulting from death, resignation,

disqualification or permanent inability to serve, the Vice President shall assume the office of President and shall perform all the duties of such office for the unexpired term.

Section 4. Duties of Vice President. The Vice President shall perform such duties as may be assigned from time to time by the President and Board of Directors of the Association. In the event of the temporary inability of the President to perform the duties of his or her office resulting from illness, absence or any other cause, the Vice President shall perform all duties of the office of President until such time as the incumbent is able to resume the duties of the office.

Section 5. Duties of Recording Secretary. The Recording Secretary shall be responsible for the preparation of all minutes of meetings of the Board of Directors and members of the Association; the maintenance and safekeeping of all records of the Association; and the servicing or publication of all notices required by law or these By-laws concerning any meeting or any other matter applicable to the Association; and shall perform such other duties as may be assigned from time to time by the President and Board of Directors of the Association or which may be required by law.

Section 6. Duties of Treasurer. The Treasurer shall have the custody of all Association funds and securities; shall maintain a full and accurate account of all receipts and disbursements in books belonging to the Association; shall deposit all Association funds in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors of the Association; shall disburse the funds of the Association by check in accordance with instructions furnished by the Board of Directors of the Association upon request, but at least annually, an account of all his or her transactions and of the financial condition of the Association; and shall perform such other duties as may be assigned from time to time by the President and Board of Directors of the Association or which may be required by law. If required by the Board of Directors, the Treasurer shall give bond for the faithful performance of his or her duties in such form, in such sum and with such sureties as the Board of Directors shall require. In the absence or disability of the Treasurer, the President may be authorized by the Board of Directors to carry out the duties and shall also be required to give bond.

ARTICLE VII

COMMITTEES

Section 1. Standing Committees. Nominations for positions on Standing Committees are to be made by the Special Committee on Appointments to the Board of Directors, and after approval, appointed by the President. The chairman of each committee shall become a member of the Board of Directors. Appointments are to be made within one (1) month after the annual meeting, and the term of office shall continue until the next annual meeting or until successors have been appointed.

Standing Committees shall consist of the following:

Membership: Keeps an updated mailing list of all members. . Provides information about the Association for new or prospective members. Makes contact with realtors and property owners to secure names of new neighbors. Perform other duties as required.

Community Improvements: Coordinates with the Association property owners activities necessary for the maintenance, upkeep and general appearance and safety of the community. Perform other duties as required

Program: Plans all open and general meetings, arranges times, dates, and locations. Works with other committees for refreshments, publicity, etc. Works on ideas for fundraising and other duties as required

Newsletter: Coordinate all areas in the production of the Association newsletter. Duties include information gathering, layout, printing, advertisements, and organize its distribution to the neighborhood. Publication will be determined by the Board and may vary depending on the need to publicize certain events. Distribution of other items as required.

Section 2. Committee on Appointments

(a) A committee consisting of five full members chaired by the most recent consenting past President shall be known as the Committee Of Appointments.

(b) Members of the Committee shall be elected by the full members of the Association at their annual meeting held in accordance with Article X hereof.

(c) Duties. The Committee shall recommend to the Association a full slate of qualified consenting nominees for election to the various offices. The Committee shall also submit to the Board of Directors for vote a full slate of Standing Committee chairmen.

(d) Publication of Nominations. All nominations received by the Recording Secretary not Later than fourteen(14) days prior to the Annual Meeting shall be published in the Call for the Annual Meeting.

Section 3. Special Committees. The President shall appoint such other special committees, subcommittees or task forces as may be deemed necessary and which are not in conflict with other provisions of these By-laws, and the duties of any such special committee shall be prescribed by the Board of Directors upon their appointment.

ARTICLE VIII

EXECUTION OF PAPERS

Section 1. The President shall sign all deeds, leases, transfers, contracts, bonds, and similar instruments made, accepted or endorsed by the Association, except the members or the Board Of Directors may authorize the execution of any of the aforementioned in some other manner.

Section 2. The Treasurer shall sign all notes, checks, drafts and other obligations made, accepted or endorsed by the Association, except the members or the Board of Directors may authorize the execution of any of the aforementioned in some other manner.

ARTICLE IX INEDMNIFICATION

Section 1. Subject to the approval of the members, the Board of Directors regardless of the adverse interest of any or all of the directors, may indemnify and reimburse each Director, Officer or Employee of the Association and his or her heirs, executors or administrators for expenses, including attorneys' fees, and such amount of any judgment, money, decree, fine, penalty or settlement for which he or she may have become liable, as the Board of Directors deems reasonable, necessarily incurred by him or her in connection with the defense or reasonable settlement of any action, suit or proceeding in Which he or she is made a party by reason of his or her having been a Director, Officer or Employee of the Association, except in

relation to matters as to which he or she is finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duties as such Director, Officer or Employee.

ARTICLE X

GENERAL MEMBER MEETINGS

Section 1. The annual meeting of the Association shall be held during the month of January of each year, at a time and place to be designated by the Board of Directors. Notice of said meeting shall be sent to all members of the Association at least one week prior to the time of the meeting.

Section 2. Special Meetings: Special Meetings of the Association may be called by the President. A Majority of the Board of Directors, or upon the written request of twenty-five (25) full members of the Association.

Section 3. Quorum. At all annual or special meetings of the Association membership a quorum shall be the presence at such a meeting of at least 20 percent of the total full membership of the Association.

Section 4. Voting. On all questions or issues presented for a vote at the annual meeting or any special meeting of the Association membership, each dues paying full member shall be entitled to cast one vote. A family membership is entitled to one vote per household. Except as otherwise required by these By-laws, all questions or issues presented to a vote of the Association membership shall be authorized by a majority of the votes cast at an annual or special meeting of the Association membership entitled to vote thereon (provided that the affirmative votes cast In favor of any such action shall be at Least equal to the quorum required by Section 3 of this Article.)

ARTICLE XI

FINANCES

Section 1. Fiscal Year: The fiscal year shall be from January 1 to December 31 of each year. The Board of Directors may upon a two-thirds vote change the fiscal year of the Association.

Section 2. Appropriation & Basic Budgeting principles.

- a. The budget period shall be January 1, to December 31.
- b. A Budget Committee of two full members, made up of the President and the Treasurer is hereby established. This committee will review all requests for funds including Annual Budget.
- c. All supplemental budget requests or special requests for funds must be submitted in writing to the Budget Committee ten (10) days prior to the next scheduled Directors Meeting. After reviewing each annual budget or any special requests for funds, the Budget Committee will present each one separately to the Board of Directors with its recommendations.
- d. Annual budgets and special requests presented to the Board of Directors requires a majority vote of the Directors present for approval.

e. Each Budget or request presented to the Budget Committee will cover only a single activity or function and will be segregated by each item or cost.

f. Annual Budgets must be presented to the Budget Committee on or before a date determined by the Board of Directors.

g. No Officer, Director, Committeeman, Member or Employee of this Association may commit the Association to any financial obligation not previously approved by the Board of Directors.

h. All invoices and charges must be validated by the designate before being passed to the Treasurer for payment.

i. Validated invoices and other charges passed to the Treasurer for payment must carry the initials of the designate and his distribution.

ARTICLE XII

DISSOLUTION

Section 1. Dissolution. The Association may be dissolved upon adoption of a plan of dissolution and distribution of assets adopted by the Board of Directors and approved by the full membership of the Association.

ARTICLE XIII

AMENDMENTS

Section 1. Amendments. The Constitution and By-laws may be amended by giving notice at least ten (10) days prior to any member meeting or at a special meeting called for this purpose. Copies of any such proposed changes shall be made available to the membership in the written notice for such meeting and at the time and place of the meeting. A two-thirds vote of the members present and voting is necessary for adoption providing a quorum is present.

ARTICLE XIV

RULES OF ORDER

Section 1. Rules of Order: Robert's Rules of Order shall govern all matters of procedure when not specifically in conflict with these By-laws or special rules of procedure adopted by the Association.

THIS IS THE FINAL VERSION OF THE ARMOURY-QUADRANGLE CMC ASSOCIATION BY-LAWS APPROVED ON NOVEMBER 14, 1995.