

**CODMAN SQUARE
NEIGHBORHOOD DEVELOPMENT CORPORATION**

BYLAWS



Codman Square NDC, 587 Washington St, Dorchester, MA 02124
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BY-LAWS
OF
CODMAN SQUARE NEIGHBORHOOD DEVELOPMENT CORPORATION

ARTICLE I

Name, Office, and Purpose

1.01 Name of the Corporation. The name of the corporation is Codman Square Neighborhood Development Corporation.

1.02 Principal Office. The principal office of the Corporation is 587 Washington Street, Dorchester, Massachusetts.

1.03 Purpose. The purpose of the Corporation is set forth in the Articles of Organization.

ARTICLE II

Members

2.01 Members. The Members of the Corporation shall consist of (a) all residents or merchants of the Corporation's Service Area as identified in Appendix A attached hereof (the "Service Area") over eighteen (18) years of age and who have paid the annual dues to the Corporation and are specifically named as a Member on the Corporation's membership roster and (b) At-Large Directors (as defined in Section 5.02) during their terms as Directors.

2.02 Resignation of Membership. Any Member may resign as a Member by delivering a written resignation to the Corporation at its principal office or to the Chair (or either Co-Chair), Treasurer, or the Secretary. Such resignation shall be effective upon receipt, unless it is specified to become effective at some later time, or upon the happening of some later event.

2.03 Rights of Members. Except as otherwise provided in these By-Laws, Members shall have the right to attend and participate in all meetings of the Members. Each Member shall have the right to any and all privileges of Members established by the

Board of Directors. Members shall also have the right to request special meetings of the Members as set forth in Section 4.02 and to elect Directors according to the procedure set forth in Section 5.04. Notwithstanding a person's status as a Member, only persons who have been Members for at least ninety (90) days shall be entitled to exercise any of the rights granted to Members under these By-Laws or under applicable law.

2.04 Termination of Membership. A Member's membership shall be terminated (a) by the resignation of such Member in accordance with the provisions of Section 2.02, (b) the Member's failure to pay annual dues, or (c) upon removal for cause.

2.05 Removal For Cause. A Member may be removed for cause, only after reasonable notice and opportunity to be heard, by a vote of the majority of Directors then in office.

2.06 Payment of Annual Dues. All Members are required to pay annual dues to the Corporation in the amount determined by the Directors each year. If a Member has not paid said dues at least ten (10) days prior to the Annual Meeting of the Members, such Member's right to vote shall be suspended and shall not be restated until ten (10) days after the payment of such dues.

ARTICLE III

Political Activities of Members and Directors.

3.01 Codman Square Neighborhood Development Corporation is a non-partisan organization. No Member or Director shall imply in any manner whatsoever that such Member or Director is acting on behalf of the Corporation if and when such Member or Director takes part in any political activity. Violation of this Section will constitute grounds for termination of such Member's membership under Section 2.04 or termination of such Director's membership on the Board of Directors under Section 5.07.

ARTICLE IV

Meetings of Members

4.01 Annual Meeting of Members. The Annual Meeting of the Members shall be held at the principal office of the Corporation, or such other location as may be designated by the Board of Directors, by July 1st, or, if that day be a legal holiday, then by the next succeeding day that is not a legal holiday. At the Annual Meeting, the Members shall elect the Directors as provided in Article V, and act on such other business as may properly come before such meeting.

4.02 Special Meetings of the Members. Special meetings of the Members may be called at any time (a) by a majority of the Directors, or (b) upon a written request of ten percent of the Members. In the case of the death, absence, incapacity or refusal of the

Secretary so to provide notice to the Members, the notices may be provided by any other officer of the Corporation. Any request by Members for a special meeting of Members must be received at the principal office of the Corporation not less than thirty (30) days before the date specified in such request on which such special meeting is to be held.

4.03 Notice of Meetings of the Members. Written notice of each annual and special meeting of the Members shall be given by the Secretary or the Assistant Secretary not less than seven (7) days and not more than thirty (30) days before the date on which such meeting is to be held, by posting a copy of the notice in a conspicuous place at the principal office of the Corporation or by mail, handbill, newsletter, newspaper, electronic mail and such additional means as the Board shall deem effective. In the case of the death, absence, incapacity or refusal of the Secretary so to provide notice to the Members, the notices may be provided by any other officer of the Corporation. The notice shall state the place, date and hour of the meeting, and in the case of a special meeting, shall also state the general nature of the business to be transacted at such meeting and at whose request such meeting was called.

4.04 Conduct of Meetings. All meetings of Members shall be conducted in accordance with Robert's Rules of Order, unless otherwise dictated by these By-Laws. At all meetings of Members, the Chair or if there is more than one Chair, one of the Co-Chairs, shall preside. In the absence of the Chair or Co-Chair, another officer, the Treasurer in the first instance, or the Secretary in the second instance, or any other officer, shall preside. The Secretary shall act as Secretary of the meeting, or, in case of his or her absence, the Assistant Secretary, or, in the case of his or her absence, the person who presides at the meeting shall appoint a Secretary-pro-tem to act as Secretary.

4.05 Quorum. The presence of twenty five (25) Members at any Member's meeting shall constitute a quorum for the transaction of business.

4.06 Voting. Except as otherwise provided in these By-Laws or by law, all matters considered by the Members shall be decided by a majority vote of the Members present and voting. Each Member shall have one vote. Members may vote only in person and no voting by proxy shall be permitted.

4.07 Benefit and Inurement. No part of the organization's net earnings (profit) shall inure to the benefit of any Member, founder, contributor or individual.

ARTICLE V

Board of Directors

5.01 Powers. The Board of Directors shall conduct the business and manage the affairs of the Corporation. The Board of Directors shall elect the officers of the Corporation and shall determine the policies and programs to carry out the purposes for which the Corporation is organized. The Board of Directors may exercise all the powers

of the Corporation except as otherwise provided by law, by the Articles of Organization or by these By-Laws. In the event of a vacancy on the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

5.02 Composition of the Board of Directors. The Board of Directors shall determine the number of Directors, by a majority of the Directors then in office, except that such number shall not be in any event less than five (5) Directors, nominated and elected as hereinafter set forth. A majority of the Directors shall be residents of the Corporation's service area ("Service Area Directors") and the remaining Directors may be residents of either the Corporation's service area or outside the service area ("At-Large Directors").

At least one-third of the Board of Directors must be representatives of the Community (as defined in Appendix B), which include residents of low-income neighborhoods in the Community, low-income residents of the Community, or elected representatives of low-income neighborhood organizations. Not more than one-third of the Directors may be representatives of the public sector, which include elected officials, appointed public officials, public employees, or individuals appointed by a public official. The balance of Directors is unrestricted. At least two (2) of the Service Area Directors shall be residents of properties owned by the Corporation or its affiliates ("CSNDC Properties"). One of the At-Large Directors shall be a City of Boston employee, and another At-Large Director shall be a representative of the business community, as required by the Corporation's agreement with NeighborWorks® America.

5.03 Beneficiary Advice. The Corporation's process for soliciting advice and input from low-income program beneficiaries regarding the design, location of sites, and development and management of affordable housing includes: community meetings with community residents, including those living in CSNDC Properties, to discuss specific projects, resident participation in Board committees where these issues are discussed and resident satisfaction surveys for residents living in CSNDC Properties.

5.04 Nomination and Election of Directors. Both the Service Area and At-Large Directors shall be elected in the following manner:

(1) Nomination. Prior to the Annual Meeting of the Members, a committee appointed by the Board of Directors shall recommend nominations for election of Service Area and At-Large Directors. The committee shall review the skills and expertise of the current Service Area Directors and nominate for election as At-Large Directors individuals from the community at large with expertise in the real estate development field, including property management, construction, finance, insurance and law, to serve as resource people on the Board of Directors. Such recommendations shall be submitted to the Board of Directors. The Board of Directors shall nominate the Directors for election at least seven (7) days prior to the Annual Meeting of the Members. In addition, any Member may nominate a Director to be considered for election at the

Annual Meeting of the Members by a written petition signed by at least twenty-five Members delivered to the office of the Corporation at least (3) days prior to the Annual Meeting of the Members.

(2) Election. Nominated individuals shall be elected by vote of a majority of the Members present and voting at the Annual Meeting of the Members.

5.05 Term. The term of office of each Service Area and At-Large Director shall be one (1) year. Each Director shall hold office until the expiration of his or her term and until his or her successor is chosen, or until his or her earlier death, resignation or removal. Directors may serve consecutive terms.

5.06 Resignation. Any Director may resign at any time by delivering a written resignation to the Chair or the Secretary of the Corporation. Such resignation shall be effective upon receipt unless it is specified to become effective at some later time or upon the happening of some later event.

5.07 Removal. During his or her term, any Director may be removed with or without cause (a) by a two-thirds vote of all the Members at an Annual Meeting of the Members (or at a special meeting of the Members called for that purpose), or (b) by a two-thirds vote of the Board of Directors present at a meeting at which a quorum is present, the notice of which shall have specified the proposed removal. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her. Cause for removal shall include (i) failure to attend three consecutive meetings of the Board of Directors without an excuse for absence satisfactory to the Board or (ii) violation of the provisions of Article III.

5.08 Vacancies. Any vacancy on the Board of Directors shall be filled by vote of a majority of the Directors present at any meeting of Directors at which a quorum is present. Each Director filling a vacancy shall hold office for the unexpired term of his or her predecessor and until his or her successor is chosen or until his or her earlier death, resignation or removal.

5.09 Annual Meeting. The annual meeting of the Board of Directors for the election of officers and the transaction of such other business as may properly come before it shall be held immediately following the Annual Meeting of Members, and in any event, no more than sixty (60) days following the Annual Meeting of the Members.

5.10 Other Meetings of Directors. Regular meetings of the Board of Directors shall be held on a regular monthly basis at the principal office of the Corporation or at such other times or places as the Directors may determine, provided that any Director who is absent when such determination is made shall be notified of such determination. Special meetings of the Board of Directors may be held at any time when called by order of the Executive Director or any three (3) Directors.

5.11 Notice of Meetings. Notice of each meeting of the Board of Directors shall be mailed to each Director's residence or usual place of business or electronically mailed to each Director at the email address provided by each Director no less than forty-eight (48) hours before the day on which the meeting is to be held. Each such notice shall state the general nature of the business to be transacted, the day, time, and place of such meeting, and, if a special meeting, by whose request it is called. No notice need be given of regular meetings or of any adjourned meeting of the Board, except as provided in Sections 5.10 and 5.12. Notice of any meeting of the Directors may be waived by any Director in writing, either before or after the meeting, and filed with the records of the meeting.

5.12 Quorum. The presence at any meeting of the Directors of at least a majority of the Directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a vote of the majority of those present may adjourn the meeting for a period not to exceed seven (7) days. Notice of the later meeting shall be given to all Directors not less than forty-eight (48) hours before such meeting. At any such later meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

5.13 Organization. At each meeting of the Board of Directors, the Chair or if there is more than one Chair, then one of the Co-Chairs shall preside. In the absence of the Chair or Co-Chair, another officer, the Treasurer in the first instance, or the Secretary in the second instance, or any other officer, shall preside. The Secretary shall act as Secretary thereof, or, in case of his or her absence, the Assistant Secretary, or, in the case of his or her absence, the person presiding at the meeting shall appoint a Secretary-pro-tem to act as Secretary.

5.14 Voting; Telephone Participation. At all meetings of the Board of Directors when a quorum is present, all matters shall be decided by a majority vote of the Directors present. Directors on the Board of Directors of the Corporation or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time, participation by such means shall constitute presence in person at a meeting. A tie vote shall constitute a negative vote. Voting by proxy shall not be allowed.

5.15 Action by Board of Directors Without a Meeting. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all of the Directors consent to the action in writing (such writing may include electronic communications, such as email) and the written consents are filed with the records of the Directors' meetings. The action taken shall have the same force and effect as a vote taken at a meeting of the Directors.

5.16 Annual Reports. The Board of Directors shall present at each annual meeting of the Members an annual report of the Corporation's activities during the preceding fiscal year.

5.17 Attendance. Any Director who misses three (3) consecutive meetings of the Board of Directors in the current Board year without (i) such Director providing a written explanation satisfactory to the Board or (ii) the Directors having another rationale acceptable to the Directors for maintaining such Director's presence on the Board (including but not limited to such Director providing material assistance or support to the Board and/or the Corporation during such year), may be removed from the Board of Directors in accordance with the provisions of Section 5.07.

5.18 Youth Representative/Observer. The Board of Directors may appoint a youth representative from the Corporation's Service Area (the "Youth Representative") to attend meetings of the Board of Directors in a nonvoting observer capacity. The Youth Representative may receive notice of meetings and may participate in discussions of matters brought to the Board of Directors. The Youth Representative may be excluded from meetings and from receiving any written materials as the Board of Directors deems appropriate. The presence of the Youth Representative shall not count towards satisfying a quorum at any meeting of the Board of Directors.

5.19 Policy on Conflict of Interest. The Board of Directors shall issue and comply with a written policy on conflict of interest (which may also address ethics, behavior, and similar issues) for the Board of Directors in such form as the Directors may approve with the advice of counsel to the Corporation.

5.20 Compensation and Reimbursement of Expenses. Members of the Board of Directors shall not be entitled to receive compensation for services rendered to the Corporation as a Director; however, the foregoing restriction on compensation is not intended to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Each Director may be reimbursed for reasonable expenses incurred on behalf of the Corporation provided that any such expense has been approved by the Board of Directors.

ARTICLE VI

Committees

6.01 Titles. The committees of the Corporation shall consist of an Executive Committee and an Asset Management and Real Estate Committee, and such other committees with such other titles as the Board of Directors may determine.

6.02 Committee Procedures. Except as provided in the following sections, all committee memberships shall be determined by the Board of Directors. Each committee, except as otherwise provided, shall select its own chair. In the event that a committee

does not adequately perform its function, the Board of Directors may change the composition or disband that committee. All committees shall be responsible to and report to the Board of Directors.

All committees may select non-voting advisors, subject to approval by the Board of Directors. All committees shall keep regular minutes of their proceedings and report the same to the Board of Directors.

6.03 Executive Committee. The Board of Directors may appoint an Executive Committee comprised of the Officers of the Corporation and any other Director. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess, and may exercise, all powers of the Board of Directors (excepting the power to add to, amend, or repeal these By-Laws and the power to fill vacancies in the Board of Directors, or as otherwise provided by law or these By-Laws) in all cases in which specific directions shall not have been given by the Board of Directors, provided that the Board of Directors shall provide the Executive Committee with guidelines specifying the dollar amount of contracts and other financial commitments which shall require approval of the Board of Directors. The Executive Committee may fix its own rules of procedure, but in every case the presence of not fewer than three (3) members of the Executive Committee shall be necessary and shall constitute a quorum for the transaction of business. Within seven (7) days after each meeting of the Executive Committee, the Secretary shall forward to each Director a brief report on the business conducted at said meeting.

The duties and responsibilities of the Executive Committee shall be as follows:

(1) The Executive Committee shall establish procedures for approving budgets, naming fiscal agents, developing and implementing procedures, voting on Executive Director nominees presented by the Personnel Committee, and negotiating salary agreements with such Executive Director.

(2) The Executive Committee will hold regular meetings open to the Directors of the Corporation.

(3) The Executive Committee shall report briefly on its activities at each Board of Directors' meeting, and shall submit at each Annual Meeting of the Member a written report on projects.

6.04 Personnel Committee (ad hoc). There shall be an ad hoc Personnel Committee consisting of three (3) Directors appointed by the Board of Directors. The Personnel Committee shall have responsibility to oversee the hiring of the Executive Director, to set policy for personnel salary and benefit agreements, to establish a grievance committee for personnel grievances, and to respond to personnel grievances. The Executive Director shall be responsible for the administration of individual staff members.

6.05 Asset Management and Real Estate Committee. There shall be an Asset Management and Real Estate Committee consisting of at least 3 Directors. The Asset Management and Real Estate Committee shall have the responsibility for the investigation and evaluation of project needs and feasibility, recommending projects to the full Board, and the review and oversight of the financial and physical status of the properties in asset management.

6.06 Other Committees: Procedures; Members. The Board of Directors may establish other committees, boards, and councils, including a Finance and Business Committee, which shall have such duties as the Board of Directors may determine. The rules of procedure of such committees, boards, and councils shall be as set forth herein or as determined by the Board of Directors, or, if authorized by the Board of Directors, as determined by the respective committees, boards, and councils. Any such committee, board, or council may be abolished, or any member thereof removed, (except as set forth in these By-Laws) with or without cause, at any time by the Board of Directors.

6.07 Term of Committee Membership. Each member of any committee established pursuant to the By-Laws shall serve until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be abolished, or unless such member shall resign or be removed, or unless such member shall cease to qualify as a member thereof.

6.08 Vacancies. Except as otherwise provided in these By-Laws, vacancies on committees shall be filled by the appointment of the Board of Directors; provided, however, that any such committee vacancy which is to be filled by an Officer of the Corporation shall be filled only by the election of such Officer at the next meeting of the Board of Directors.

6.09 Quorum. The presence, in person, of a majority of the members of a committee shall be necessary, and sufficient to constitute a quorum for the transaction of business by that committee.

6.10 Minutes. Each committee shall keep regular minutes of its proceedings and shall report briefly on its activities at each Board of Directors' meeting.

ARTICLE VII

Officers

7.01 Number and Qualification. The officers of the Corporation shall be a Chair (or Co-Chairs), President, Treasurer, Secretary, and such other officers, if any, as the Directors may determine, who shall have such duties, powers, and functions as hereinafter provided or as the Directors shall determine. An officer may but need

not be a Director or Member. The Secretary shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the Directors, any officer shall give the Corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

7.02 Election. Except as provided in Section 7.12 of this Article, the Chair (or Co-Chairs), Treasurer, and Secretary and Assistant Secretary shall be elected annually by the Directors. Other officers, if any, may be elected by the Directors at any time.

7.03 Tenure. Except as otherwise provided by law, by the Articles of Organization, or by these By-Laws, the Chair (or Co-Chairs), the President, all vice Presidents, the Treasurer, the Secretary, and each other officer of the Corporation shall each hold office until such officer's successor is chosen and qualified, unless a shorter period shall have been specified by the terms of such officer's election or appointment, or in each case until such officer sooner dies, resigns, is removed, or becomes disqualified.

7.04 Chair/Co-Chairs. The Chair or if there is more than one Chair, then one of the Co-Chairs shall preside at all meetings of the Members and Directors. In the case of a question as to which Co-Chair shall preside, the Directors shall make such determination.

7.05 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The Treasurer, subject to the direction of the Directors, shall be in charge of general financial affairs, funds, securities, and valuable papers of the Corporation and shall keep full and accurate records thereof, shall be in charge of the Corporation's books of account and accounting records, and of the Corporation's accounting procedures. The Treasurer shall also have such other duties and powers as designated by the Directors.

7.06 Secretary. The Secretary shall record and maintain records of all proceedings of the members and Directors in a book or series of books kept for that purpose, which book or books shall be available at all reasonable times to the inspection of any member or Director for any proper purposes, but not to secure a list of members or other information for the purpose of selling lists or informational copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member or Director, relative to the affairs of the Corporation. Said books need not be kept in the same office. Such book or books shall also contain

- (i) records of all meetings of the incorporators,

- (ii) copies of the Articles of Organization and Bylaws, and
- (iii) the names and addresses of all members and Directors.

The assistant Secretary, if any, shall have such duties and powers as the the Directors shall determine. The Assistant Secretary, shall have and may exercise all the powers and duties of the Secretary during the absense of the Secretary or in the event of the Secretary's inability to act.

7.07 Other Officers. The Board of Directors may elect other officers, in addition to those named herein above, including, without limitation, one or more Assistant Vice Presidents, Assistant Treasurers, or Assistant Secretaries. Such officers shall have such duties and powers as shall be designated by the Board of Directors and they shall be responsible to and shall report to Chair or to such other officer as the Board of Directors shall designate. In addition, unless otherwise determined by the Board of Directors, all Assistant vice Presidents, Assistant Treasurers, and Assistant Secretarys shall have the duties and powers hereinabove set forth and granted to the Vice Chair, Treasurer, and Secretary, respectively.

7.08 Additional Powers and Duties. Each officer shall, subject to these By-Laws and to any applicable provisions of law and the Articles of Organization, have, in addition to the duties specifically set forth in these By-Laws, such duties and powers as are customarily incident to such officer's office and such additional duties and powers as the Directors may designate.

7.09 Removal. A volunteer officer may be removed with or without cause by vote of a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. A volunteer officer may be removed after reasonable notice and opportunity to be heard.

7.10 Resignation. An officer may resign by delivering such officer's written resignation to the Chair (or either Co-Chair), Treasurer, or Secretary of the Corporation, to a meeting of the members or Directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

7.11 Vacancies. Notwithstanding the provisions of Section 7.02 of this Article, if the office of any officer becomes vacant, the Directors may elect a successor at any meeting of the Directors. Each such successor shall hold office for the unexpired term, and, in the case of the Chair (or either Co-Chair), Treasurer, and Secretary, until such officer's successor is elected and qualified, or in each case until such officer sooner dies, resigns, is removed, or becomes disqualified.

7.12 Compensation. Officers shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such services in such amounts as the Board of Directors may determine.

ARTICLE VII-A

President/Chief Executive Officer/Executive Director

7-A.01. Powers. The President shall be the Chief Executive Officer of the Corporation and, subject to the direction of the Directors, shall have general charge and supervision of the affairs of the Corporation, shall see that orders and resolutions of the Directors are carried into effect, and shall make all decisions and perform all acts necessary to the conduct of the Corporation between meetings of the Directors. The President may also be referred to as the “Executive Director.”

7-A.02. Board of Directors. The President shall be a non-voting member of the Board of Directors.

7-A.03. Tenure. The President shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

Indemnification

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its Directors and volunteer Officers (including persons who serve at its request as the directors, or officers of another organization in which it has an interest) and may indemnify employees, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or volunteer Officer, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director or volunteer Officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office, provided that

there has been obtained an opinion in writing of independent legal counsel to the effect that such Director or volunteer Officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; or (c) by a majority of the disinterested Members. Expenses, including counsel fees, reasonably incurred by such Director or volunteer Officer in connection with the defense or disposition of any such action, suit, or other proceeding may be paid by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he or she shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or volunteer Officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Directors", or "volunteer Officer" include their respective heirs, executors and administrators, and an "interested" Director or Member is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

ARTICLE IX

Execution of Checks and Instruments

9.01 Execution of Checks. Except as provided below in this 9.01 by these By-Laws or as the Board of Directors may otherwise direct, all checks, drafts and other financial obligations made in excess of \$50,000.00, accepted and endorsed by the Corporation shall be signed by two persons, one of whom shall be an officer of the Corporation, and the other of whom shall be either the Executive Director or a member of the Board of Directors. The Board of Directors may authorize the Executive Director to execute checks, drafts, or other financial obligations not exceeding \$50,000.00 (or in such lesser amount specified by the Board) on behalf of the Corporation without the requirement of a second endorsement. Disbursements of funds of the Corporation shall be in check form, except for petty cash disbursements not to exceed Fifty (\$50.00) Dollars.

9.02 Execution of Instruments. Except as the Board of Directors may otherwise direct, all contracts or agreements of any nature whatsoever and all mortgages, leases, deeds, transfers and other conveyances of the real or personal property of the Corporation shall, upon the authorization of the Board of Directors be executed by two persons, one of whom shall be the Executive Director, and the other of whom shall be the Secretary or the Treasurer. The corporate seal may be affixed to all official documents of the Corporation.

ARTICLE X

Miscellaneous Provisions

10.01 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December in each year, unless otherwise determined by the Directors.

10.02 Corporate Records. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the Directors and Members, and the membership records, which shall contain the names and addresses of all Directors and Members, shall be kept in the Commonwealth of Massachusetts at the principal office of the Corporation. These copies and records shall be available at all reasonable times for inspection by any Member or Director for any proper purpose, but not if the purpose for which such inspection is sought is to secure a list of Directors or Members or other information or copies thereof for a purpose other than in the interest of the Members or Director in the affairs of the Corporation.

10.03 Budget. At least two months prior to the beginning of each fiscal year, a tentative budget shall be prepared by the Treasurer and the Executive Director, with assistance of any other officers and/or staff designated by the Executive Director, in consultation with the Executive Committee, and submitted to the Directors for consideration and adoption. This budget shall allocate the income and expenses of the Corporation. Any material changes in the budget must be approved by the Directors.

10.04 Seal. The seal of the Corporation shall, subject to alteration by the Directors, bear its name, the word "Massachusetts" and the year of incorporation.

10.05 Evidence of Authority. A certificate by the Secretary or Assistant Secretary or a temporary Secretary, as to any action taken by the Members, Directors, any committee or any officer or representative of the Corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

10.06 Articles of Organization. All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation as filed with the Secretary of the Commonwealth of Massachusetts, as amended and in effect.

10.07 Severability. Any determination that any provisions of these By-Laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-Laws.

10.08 Pronouns. All pronouns used in these By-Laws shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require.

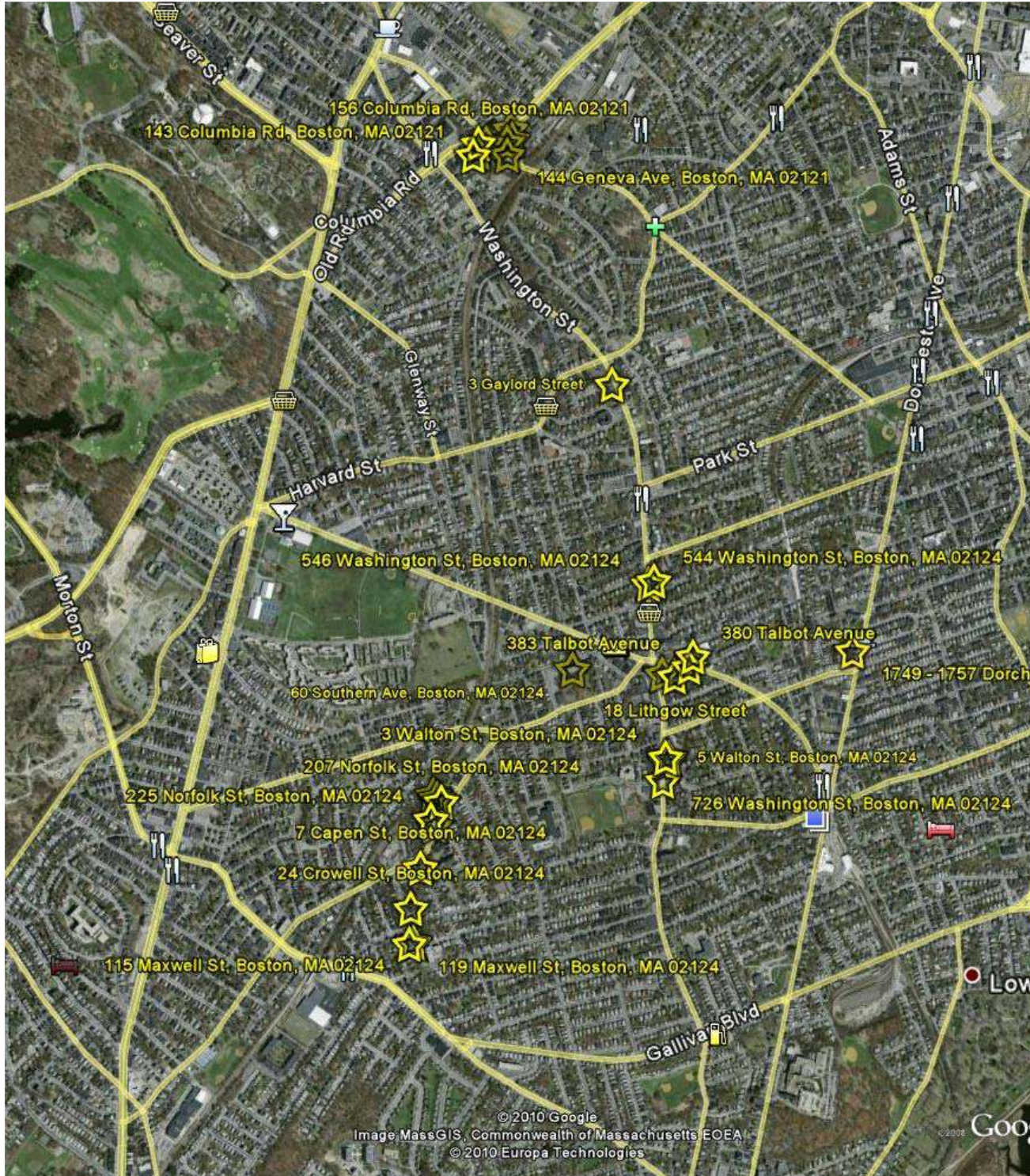
ARTICLE XI

Amendment of By-Laws and Articles of Organization

11.01 Amendment of By-Laws by Directors. The By-Laws maybe amended or repealed, in whole or in part, by a two-thirds vote of the Directors then in office, provided that the Directors shall notify the Members of such change in the notice of the next meeting of the Members following such change. Any By-Law adopted by the Directors may be amended or repealed by a vote of the Members at the next meeting of the Members following such adoption. The By-Laws may also be amended or repealed by a vote of at least a majority of the Members then entitled to vote, which vote shall be taken at a meeting of the Members, notice of which meeting states that there will be a vote to amend or repeal the By-Laws at such meeting. The Board will periodically review these By-Laws.

Appendix A

Service Area



Appendix B

The Community

The Community is defined as:

1. Geographically, the Service Area for Codman Square NDC (see Appendix A);
2. The Members of the Codman Square NDC as defined in Section 2.01 of these By-Laws.