



BYLAWS OF
FRIENDS OF RINGER PARK, INC.

February 8, 2006

ARTICLE I—NAME, PURPOSE, AND CONDUCT

Section 1—Name

This organization shall be known as Friends of Ringer Park, Inc., herein referred to as the “Corporation.”

Section 2—Purpose

The Corporation shall operate exclusively for charitable purposes. It shall not operate for profit, and shall devote its entire monies, properties, and other assets to the purposes for which it is organized as set forth in these bylaws.

Ringer Playground has an entrance at 0 Webley Street in Allston, Massachusetts and is abutted by the Jackson Mann Elementary School, the West End House Boys and Girls Club, and the Commonwealth Park Condominium Association. The property is owned by the City of Boston, Massachusetts, and is maintained by the Department of Parks and Recreation.

In relation to this property, the purpose of the Corporation shall be to improve and maintain Ringer Playground. The Corporation’s specific goals shall be outlined in its mission statement.

Section 3—Statement of Non-Discrimination

Friends of Ringer Park welcomes everyone’s participation without regard to race, nationality, gender, age, sexual orientation, ethnic background, economic circumstances, or difference in ability or culture.

Section 4—Registered Office and Registered Agent

The registered office of the Corporation shall be located in the Commonwealth of Massachusetts at such place the Board of Directors may fix from time to time upon filing of such notices as law may require. The registered agent shall have a business office identical with such registered office. The Board shall appoint the registered agent, and the registered agent must be a member of the Board.

Section 5—Meeting Procedure

The rules contained in Robert's Rules of Order, Revised shall govern the meetings of the Corporation in all cases that they are applicable and in which they are not inconsistent with the bylaws or special rules of order of this Corporation.

Section 6—Public Meetings

The Corporation shall hold meetings open to the public from time to time, at a time and place agreed upon by the Board of Directors. These meetings may coincide with regular meetings of the Board. These meetings must be advertised to the public with good faith effort by appropriate methods at least two weeks in advance.

ARTICLE II—MEMBERSHIP

Section 1—Eligibility

Application for voting membership shall be open to any current or past resident of a domicile located within the City of Boston, Massachusetts or a 10-mile distance of any border of Ringer Playground, and any current employee or operator of a business located within said geographic area who supports the purpose statement in Article 1, Section 2. The Corporation shall grant membership after the completion and receipt of a membership application and annual dues from an applicant, and subsequent verification of eligibility by the secretary.

Section 2—Annual Dues

Each member shall pay annual dues of \$10.00, unless changed by a majority vote of the members at an annual meeting. Continued membership is contingent upon being up-to-date on membership dues.

Section 3—Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Members shall be terminated if they do not indicate their interest and willingness to be a member by responding in the affirmative to the annual membership renewal solicitation. By a majority vote, the Board of Directors may remove a member for actions detrimental to the Corporation.

Section 4—Non-Voting Membership

The Board of Directors shall have the authority to establish and define categories of non-voting membership.

ARTICLE III—MEETINGS OF MEMBERS

Section 1—Regular Meetings

Regular meetings of the members shall be held at least annually, at a time and place designated by the president.

Section 2—Annual Meetings

The Corporation shall hold an annual meeting of the members at a date, time, and place designated by the president. This meeting may coincide with a regular meeting of the

Board. At the annual meeting, the membership shall elect directors, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year.

Section 3—Special Meetings

The president, the Executive Committee, or a majority of the Board of Directors may call special meetings. A petition signed by five percent of voting members may also call a special meeting.

Section 4—Notice of Meetings

The secretary shall provide notice of each meeting to each voting member by mail, email, telephone, or other appropriate means not less than two weeks prior to the meeting.

Section 5—Quorum

A quorum shall be satisfied by a number equal to at least the square root of the number of all members in good standing being present.

Section 6—Voting

A simple majority shall decide any issue that may come before a meeting, unless the Board of Directors or these bylaws provide otherwise.

ARTICLE IV—BOARD OF DIRECTORS

Section 1—Role, Size, and Compensation

The Board of Directors is responsible for overall policy and direction of the Corporation, in addition the day-to-day supervision of the affairs of the Corporation, including operations delegated to committees. The Board may have up to 15, but not fewer than 7 members, and shall be fixed by resolution of the Board. The Board, by a two-thirds vote of all board members, may resolve to increase or decrease the number of directors to the extent permitted by these bylaws, provided that no decrease shall shorten the term of any incumbent director. The Board members shall receive no compensation.

Section 2—Eligibility

Any person shall be eligible to be a board member having reached 18 years of age and a member in good standing of the Corporation.

Section 3—Terms

All board members shall serve one-year terms, eligible for re-election each year, until his or her successor is qualified and elected, unless his or her status be theretofore vacated by resignation, death, removal, or otherwise.

Section 4—Regular Meetings and Notice

The Board of Directors shall meet at least bi-monthly, at an agreed upon time and place. The secretary shall provide notice of each meeting to each board member by mail, email, telephone, or other appropriate means at least two weeks in advance. Notice of a meeting need not be given to any board member who submits a signed written waiver thereof,

whether before or after the meeting, nor to any board member who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 5—Elections

Part A—Board Members

During the last quarter of each fiscal year of the Corporation, a board development committee shall solicit suggestions from the Board of Directors and the membership for nominating a slate of prospective candidates, representing the Corporation's diverse constituency, to replace those whose terms will expire or fill any vacancies as a result of the size of the Board having being increased according to these bylaws. Said committee shall send to the secretary a list of qualified candidates, which list the secretary forthwith shall cause to be sent to the Board and the membership with the annual meeting announcement. At this meeting, nominations shall also be permitted from the floor by any voting member with a second. This election shall take place during the annual meeting, called in accordance with the provisions of these bylaws.

A new director shall be elected by a written vote of a majority of members present at said meeting, tabulated by the secretary, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year, unless otherwise provided by the Board.

Part B—Officers

Immediately following the annual meeting, the Board of Directors shall hold a meeting where the officers of the Board shall be elected, via nomination and second from the table, contingent upon such candidates having given prior indication of his or her willingness to serve. Board members not re-elected for the upcoming term shall not attend this meeting nor have a vote. Newly elected board members having yet to begin their term shall attend this meeting and have a vote.

An officer shall be elected or re-elected by a written vote of a majority of the directors at said meeting, tabulated by the secretary, provided there is a quorum present. Officers so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6—Quorum

A quorum shall be satisfied by a number equaling at least 50 percent of all board members being present for the transaction of business and consideration of motions excluding the amending of the articles of incorporation and/or bylaws and dissolving the Corporation. A simple majority of a quorum shall decide any issue that may come before a meeting, unless the Board of Directors or these bylaws provide otherwise.

Any action required or permitted to be taken by the Board of Directors or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the Board or the committee.

Section 7—Officers and Duties

There shall be six officers of the Board of Directors, consisting of four senior officers—a president, vice-president, secretary, and treasurer, and two junior officers—a public relations director and development director. A board member may hold a senior office and a junior office at the same time. The duties are as follows:

The president shall convene regularly scheduled board meetings. The president shall chair the Executive Committee.

The vice-president shall perform the duties of the president during the absence or disability of the president.

The secretary shall be responsible for keeping records of board actions, including the minutes of all board meetings, sending out meeting announcements to board members, distributing copies of minutes and the agenda to each board member, and overseeing the maintenance of the Corporation's records. The secretary shall present the previous meeting's minutes for approval by the board members at the next meeting. The secretary shall also keep records pertaining as appropriate to any and all Corporation-sponsored endeavors and shall serve as the official agent for correspondence and filing of disclosures and materials with state and federal government in accordance with applicable laws and rules. The secretary shall maintain a record of the Corporation's directors, including the names, addresses, telephone numbers, and email addresses, and other appropriate contact information of all directors.

The treasurer shall assist in preparation of the budget, maintain the Corporation's cash and investment accounts in a safe manner, maintain records of income and expenditures, act as official receiver and distributor of funds in all transactions related to the Corporation, and make financial information available to board members, the public, and state and federal government in accordance with applicable laws and rules, including the compliant furnishment of disclosures and annual reports. The treasurer shall chair the Finance Committee.

The public relations director shall act as the official spokesperson for the Corporation to the press, community/public, and other groups or corporations, in drafting and/or reviewing all press releases, advertising, and promotional materials. The public relations director will receive and respond when appropriate to inquires and comments sent to the Corporation, consistent with the position, will, and intent of the Board, and steward the perception, reputation, and community/public support of the organization. The public relations director shall chair any public relations committee.

The development director shall be a part of the Finance Committee and assist in preparation of the budget as well as pursue funding and grant opportunities, solicit donations, and entertain any offers of financial support from individuals and other

groups or corporations. The development director shall chair any fundraising committee.

Section 8—Delegation

If any officer is absent from a meeting or unable to act and no other person is authorized to act in such officer's place by the provisions of these bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other board member it may select.

Section 9—Vacancies

When a mid-term vacancy on the Board of Directors exists due to the death, incapacity to act, change in eligibility, or resignation of a board member, the Board, by a two-thirds vote, may resolve to temporarily decrease the number of directors until the next fiscal year. If this is not the decision of the Board, the secretary must receive nominations for a replacement member from present board members two weeks in advance of a board meeting. The secretary shall send these nominations to each board member with the regular board meeting announcement, to be voted upon at the next board meeting. A vacancy will be filled by the successor only to the end of the predecessor's term.

Section 10—Other Officers

The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 11—Resignation, Termination, and Absences

Resignation from the Board of Directors must be in writing and received by the secretary. A board member may be terminated from the Board due to excess absences, which shall be deemed a number of unexcused absences from board meetings equal to or exceeding 25 percent of the total number of board meetings in a year. The Board, by a two-thirds vote of the remaining board members, which may be taken by mail, shall have power to terminate the membership of a board member for conduct on his or her part likely in the opinion of the Board to endanger the welfare or character of the Corporation. A board member may be removed for other reasons by a three-quarters vote of the remaining directors, which may be taken by mail.

Section 12—Special Meetings

Special meetings of the Board of Directors shall be called upon the request of the president or the Executive Committee, or one-third of the board. The secretary shall send out notices of special meetings to each board member at least two weeks in advance.

Section 13—Emergency Meetings

Emergency meetings of the Board of Directors shall be called upon the request of the president or the Executive Committee. The secretary shall send out notices of special meetings to each board member at least one week in advance if time allows, or if necessary, a best effort by the secretary may suffice by attempting telephone or electronic communication with each board member. Any one or more board members may

participate in an emergency meeting, with the consent of all the board members present in person at such meeting, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting, with the responsibility of validating the identity of the board members at the burden of the secretary.

ARTICLE V—COMMITTEES

Section 1—Committee Formation, Power, and Duties

The Board of Directors may form committees as needed. The president appoints all committee chairs not otherwise provided for herein. All committees shall keep regular minutes of their meetings and make reports to the Board as appropriate. Committees can include members of the public unless otherwise specified, but must include at least one board member. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the entire Board, provided however, that no such committee shall have the authority of the Board to reference to:

- Amending, altering, or repealing these bylaws
- Electing, appointing, or removing any board member
- Amending the Articles of Incorporation
- Adopting a plan of merger or consolidation with another corporation
- Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation
- Authorizing the voluntary dissolution of the Corporation or revoking proceeds therefor
- Amending, altering, or repealing any resolution of the Board

The designation of any such committee and the delegation of authority thereto shall not relieve the Board of any responsibility imposed by law.

Section 2—Executive Committee

The president is the chair of the Executive Committee. The four senior officers shall serve as the members of the committee. Except for the power to amend the Articles of Incorporation and/or Bylaws, the committee shall have the powers and authority of the Board of Directors in the intervals between meetings of the entire board, and is subject to the direction and control of the entire board. The committee shall meet in between meetings of the Board if necessary.

Section 3—Finance Committee

The treasurer is the chair of the Finance Committee, which shall include the development manager and one other board member. The committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with other board members. The Board of Directors must approve the budget. The Board or the Executive Committee must approve any major change to the budget. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The

financial records of the organization are public information and shall be made available to board members and to the public, in accordance with state and federal law and rules.

ARTICLE VI—FISCAL YEAR

Section 1—Fiscal Year

The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March each year.

ARTICLE VII—AMENDMENTS AND OTHER PROVISIONS

Section 1—Amendments

These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with the meeting announcement for the board meeting when the amendments will be considered.

Section 2—Associations

The Corporation shall endeavor to associate itself with other groups, corporations, or agencies to promote and/or carry out its mission. If a proposed association is to be of an official nature, a memo of understanding shall be drafted and approved by the Board of Directors, and signed by authorized representatives of all parties. The secretary shall hold an original copy of the memo of understanding during and after the association. Associations shall be conducted in accordance with the provisions for conflict of interest outlined in these bylaws.

Section 3—Prohibitions

The Corporation is prohibited from the following:

- Loaning monies to any board member
- Participating in the political campaigns of candidates for local, state, or federal office
- Engaging in lobbying activities amounting to a more than insubstantial part of its total activities
- Allowing its earnings to inure to the benefit of any private shareholder or individual
- Operating for the benefit of private interests such as those of its founder, the founder's family, its shareholders, or persons controlled by such interests
- Operating for the primary purpose of conducting a trade or business that is not related to its charitable purpose
- Having purposes or activities that are illegal or violate fundamental public policy

Section 4—Risk Notification

The Corporation shall inform all board members upon election that the Corporation promises to indemnify to the extent of its power the personal responsibility of (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a board

member and (b) any board member who served any other organization of any type or kind, or any partnership, joint venture, trust, or other enterprise, association, or entity in any capacity at the request of the organization, in the manner and to the maximum extent permitted by the laws of the Commonwealth of Massachusetts, as amended from time to time.

Section 5—Conflicts of Interest

Each board member shall disclose in writing to the Board of Directors any conflict of interest that he or she believes may arise in connection with his or her service as a board member of the Corporation.

ARTICLE VII—DISSOLUTION

Section 1—Dissolution

This Corporation may be dissolved at any time by consent in writing of not less than three quarters in number of the board members of the Corporation at the time when it is sought to dissolve the Corporation. After the payment of all debts and liabilities of the Corporation, and subject to the provisions of the laws of the Commonwealth of Massachusetts and rules of the Internal Revenue Service, United States Department of the Treasury, any remaining monies, property, or other assets of the Corporation shall be distributed to such charitable organizations qualifying as exempt organizations under the Internal Revenue Code (or the corresponding provision of any future laws), chosen by the Board of Directors, to be used for purposes similar to those of this Corporation. Otherwise, said assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

CERTIFICATION

These bylaws were approved and adopted at a meeting of the Board of Directors by a two-thirds majority vote on February 8, 2006.

Secretary

Date