

**AMENDED AND RESTATED BYLAWS OF THE
SAINT BOTOLPH NEIGHBORHOOD ASSOCIATION, INC.**

(As Adopted ____ 2020)

Article I. GENERAL

Section 1. Name

The name of the organization, as set forth in the amended articles of organization of the corporation, is: Saint Botolph Neighborhood Association, Inc. (referred to herein as the “Association”). The Association was incorporated effective January 26, 1966, under Chapter 180 of the General Laws of Massachusetts.

Section 2. Purposes

The purposes of the organization are: to promote the general welfare of the Saint Botolph community and to protect and upgrade the neighborhood’s residential and historical character. Further purposes include: to promote a clean, safe and well maintained neighborhood; to serve as a communication channel with the City of Boston and other government agencies on issues affecting the neighborhood; to promote and strive for the improvement and beautification of the neighborhood and the public spaces and facilities located therein; and to foster civic spirit, goodwill and friendship between and among all residents of the neighborhood.

Section 3. Boundaries

The boundaries of the Saint Botolph neighborhood in the City of Boston, Massachusetts to be covered and encompassed by the activities of the Association are as follows: on the north, by the center line of Huntington Avenue; on the east up to the sidewalk boundaries of the structures on the east side of Harcourt Street (currently known as Copley Place Marriott Hotel and the Copley Place Residences), provided however that residents of Copley Place Residences may be considered as valid members of the Association; on the south by the center line of the Southwest Corridor Park of the Mass. Dept. of Conservation and Recreation; and on the west up to and including the structures to the east of Public Alley 405. All such boundary designations shall be those designations as in effect on the date of adoption of these amended and restated bylaws.

Section 4. Location of Principal Office

The location of the principal office of the Association in the Commonwealth of Massachusetts is set forth in the Association’s most recent annual report as filed with the Secretary of State of the Commonwealth of Massachusetts. The Directors may change the location of the principal office of the Association in the Commonwealth of Massachusetts, effective upon the filing of a certificate of such change with the Secretary of State of the Commonwealth of Massachusetts.

Section 5. Fiscal Year

The fiscal year shall end December 31 or such other date as the Directors may determine.

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Section 6. Operation Not for Profit

The Association shall not be operated for profit, and no part of the net income thereof, if any, shall inure to the benefit of any member, private individual, person or organization, and upon termination and liquidation of the Association, its assets remaining after the payment of all its obligations, shall be donated to a public charity or charities as determined by the Board of Directors.

Section 7. Permitted Investments and Financial Instruments.

The responsibilities of the Association and its Board of Directors to preserve the value of and invest the assets of the Association are specified in the Association's "Statement of Financial Principles."

Article II. MEMBERSHIP IN THE ASSOCIATION

Section 1. Becoming a Member

The initial members of the Association shall be those individuals who are members of the Association on the date of adoption of these amended and restated bylaws. Thereafter, candidates for membership shall become members upon (i) meeting the qualifications set forth in Section 2 of this Article II, (ii) duly completing, signing and delivering to an Officer or Director of the Association, including by way of email, a membership application in a form established by the Association, and (iii) paying the dues required pursuant to Section 3 of this Article II.

Section 2. Qualifications

All candidates for membership and members must meet the following qualifications:

- a) be a natural person over the age of eighteen (18)
- b) who either currently resides or currently owns property (either directly or through any indirect means such as a trust or other ownership entity) within the Association's boundaries set forth in Section 3 of Article I hereof, or
- c) is a business, non-profit organization or other corporation or institution that owns or leases property (either directly or through any indirect means such as a trust or other ownership entity) within the Association's boundaries set forth in Section 3 of Article I hereof: and
- d) Is current in dues payments in accordance with this Article's Section 3 below

With respect to Section 2(b) above, members or candidates for membership may be requested to produce proof of residency or property ownership within the Association's boundaries at the time of membership events or at member meetings where a member vote is to be taken.

Section 3. Dues

All members shall pay dues annually to the Association in such amount as may be determined from time to time by the Board of Directors and ratified by the members; provided, however, that such annual amount shall not exceed One Hundred Dollars (\$100). Dues may be paid in person by check or cash during any meeting of the Association, by a mailed check to the Treasurer or, through electronic deposit or other forms of cashless transfer to the Association's checking account.

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Section 4. Resignation

Any member may resign at any time by giving notice of his or her resignation in writing to any officer or Director of the Association. If at any time a member ceases to meet the qualifications set forth in Section 2 of this Article II, including the non-payment of current dues, such member shall be deemed to have resigned at such time.

Section 5. Sponsors, Benefactors, Contributors, Advisors, Friends of the Association

Persons, groups of persons, corporations or other institutions (whether or not a resident or otherwise owning or leasing property within the Association's boundaries set forth in Section 3 of Article I hereof) may be designated by a majority of the Board of Directors as sponsors, benefactors, contributors, advisors or friends of the Association or such other title as the Board deems appropriate, shall serve in an honorary capacity, and may attend member meetings; provided, that in such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

Article III. MEETINGS OF THE MEMBERS

Section 1. Place and Number

All meetings of the members shall be held at such place within the City of Boston, Massachusetts, as shall be set forth in the notice as provided for in Section 5 of this Article III. The Association shall hold at least three (3) meetings of the members each year, including Annual, Regular and Special meetings.

Section 2. Annual Meeting

The Annual Meeting of the members shall be held on the first Wednesday in April of each year and may be called by the President, Vice President, Treasurer, Clerk or any Director. If the Annual Meeting is not held on such date, a Special Meeting in lieu of the Annual Meeting may be held with all the force and effect of an Annual Meeting.

Section 3. Regular Meetings

Timing of the Regular meetings of the members shall be held at the discretion of the Board of Directors and maybe called by the President, Vice President, Clerk or any three (3) Directors. Subject to the provisions of Section 1 of this Article III, any regular meeting may be cancelled by vote of the Directors.

Section 4. Special Meetings

Special meetings of the members may be called by the President, by the Clerk, by any three (3) Directors, or upon written petition of any twelve (12) or more members entitled to vote thereat.

Section 5. Notice for Meetings

The Annual and all Regular and Special meetings of the members shall be called by giving at least four (4) calendar days' notice to each member stating the place, day and hour for the meetings and the general purpose thereof. Notice of any change of the date fixed in Section 2 of

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this Article III for the Annual Meeting shall be given to all members at least ten (10) calendar days before the earlier of such date and the new date fixed for such meeting.

Notices shall be posted on the official bulletin board or boards maintained by the Association for such purpose, be sent electronically (eg, via email) to all current members, and, at the discretion of the Board, be publicized by posting fliers on the front doors of selected buildings within the Associations boundaries.

Section 6. Quorum Required at Meetings

A quorum of members must be present in person at any meeting in which a member vote is to be taken. A quorum of members shall be defined as at least ten percent (10%) of all members so eligible to vote and are present in person at the time of the meeting,

Section 7. Voting Eligibility

Only the individuals or entities who are members in good standing at the date of the meeting, in conformance with Article II, Section 2 above, are eligible to vote at that meeting, and each such eligible member shall be entitled to one (1) vote on any matter coming before the membership. When a quorum is present at any meeting, the vote of a majority of the votes cast by members shall, except where a larger vote may be required by law, the articles of organization or these bylaws, decide any question brought before the meeting.

Section 8. Electronic Voting

In unusual circumstances, when an in-person member meeting is not possible by either local legal restrictions or other prohibitions, an electronic member meeting will be permitted, shall satisfy the “present, in-person” requirements of this Article III, and the resulting votes therefrom shall be binding upon the Association. Such electronic meetings shall adhere to the Notice, Quorum, and Voting provisions as stipulated above. The Clerk shall be responsible for assuring that any electronic meeting and any resulting electronic member votes are procedurally in conformance with these bylaws.

Article IV. OFFICERS, DIRECTORS AND COMMITTEES

Section 1. Composition

The Association shall have a Board consisting of not fewer than four (4) nor more than eleven (11) Directors who shall have the powers and duties of a Board of Directors under Massachusetts law. The minimum required officers of the Association shall be a President, Vice President, Treasurer and Clerk, each of whom, plus the immediate past President (if a member), shall be Directors of the Association by virtue of their offices. Two or more offices may be held by the same person. The Board may elect additional officers as they may determine from time to time, including committee chairpersons, assistant treasurers and assistant clerks, with such powers (including whether or not such additional officers shall also be Board members) as the Board alone shall determine; provided, that any such appointment must be confirmed by a majority vote of the members casting votes at the next meeting of members for which a quorum is present. The Board of Directors may designate persons or groups of persons as , committee members, or

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advisors of the Association or such other titles (and with such powers) as the Board, in its sole judgment, may deem appropriate.

Section 2. Qualifications

All Officers and Directors must be members at the time of their election and at all times thereafter while in office. Any Officer or Director who ceases for any reason to be a member (including failure to meet the requirements set forth in Article II hereof) shall be deemed to have resigned from office; provided, that in order for such resignation to be effective, such Officer shall first be given notice of such deficiency and given the opportunity to cure within ten (10) days of such notice. The Clerk shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.

Section 3. Election and Term of Directors

The initial Directors of the Association shall be those individuals who are Directors of the Association on the date of adoption of these amended and restated bylaws and shall serve until two (2) years after the date of their initial election as Directors. Thereafter, the Directors shall be elected for two (2) year terms every other year at an Annual Meeting of the members. Additional Directors of the Association may be elected from time to time by either (a) a majority vote of the Directors then in office (provided, that any such appointment must be confirmed by a majority vote of the members at the next meeting of members for which a quorum is present) or (b) the members, by a majority of the members casting votes at any meeting for which a quorum is present. Except as hereinafter provided, any Director may hold office beyond their normal 2-year term limit, up and until the next Director election at an Annual Meeting of the members, at which their respective successors are duly elected and qualified.

Section 4. Election and Term of Officers

The initial Officers of the Association shall be those individuals holding office on the date of adoption of these amended and restated bylaws and shall hold office until two (2) years after their initial election. Thereafter, the Officers shall be elected for two (2) year terms every other year at an Annual Meeting of the members, wherein the members, shall elect a President, Vice President, Treasurer and Clerk (collectively the "Elected Officers"). Outgoing officers shall confer and consult with their successors to the extent reasonably requested.

Section 5. Committees

The Directors may establish one or more committees (including an executive committee) and shall appoint the chairperson of each such committee. The chairperson of each committee shall appoint the members of such committee. All members of any such committee shall at all times be members of the Association determined in accordance with Article II hereof. The members of any committee shall remain in office at the pleasure of the Directors or chairperson of such committee and shall be deemed to have resigned from such committee upon ceasing to be a member of the Association. The Directors may delegate to any such committee or committees any or all of their powers, except the powers to (a) authorize a petition for the dissolution of the Association; (b) change the principal office of the Association; (c) amend these bylaws; (d) elect Officers and fill vacancies in any such offices; (e) change the number of the Board of Directors and fill vacancies in the Board of Directors; (f) remove Officers or Directors from office; or (g) authorize a merger. Any committee to which the powers of the Directors are delegated shall

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consist solely of Directors. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these bylaws for the Directors. Committee chairpersons shall make such periodic reports to the Board of Directors and the members as are requested by the Board or the President. The chairperson of any committee shall remain in office at the pleasure of the Directors.

Section 6. Resignation of Officers and Directors

Any Director or Officer may resign at any time by giving his or her resignation in writing or via electronic mail to the President, Vice President, Treasurer, Clerk or any other Director of the Association. 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.

Section 7. Removal of Officers and Directors

Any Elected Officer, including the President, may be removed from their respective offices (including their position as Director) with or without cause by either (a) at least a two-thirds (2/3) supermajority vote of the members casting votes at any meeting for which a quorum is present in accordance with Section 6 of Article III; or (b) a majority vote of the Board of Directors; provided, that in order to be final, any such removal by the Directors must be affirmed by a majority vote of the members at the next meeting of members. If the President is so removed from office, he or she shall not be deemed to have the office of immediate past President for any purpose hereunder.

Any officer other than an Elected Officer may be removed with or without cause by a majority vote of the Directors.

Directors other than Elected Officers may be removed from office at any time (a) with or without cause by a majority vote of the members casting votes at meeting for which a quorum is present in accordance with Section 6 of Article III or (b) with cause as decided by a vote of two-thirds (2/3) of the Directors then in office.

A Director or Officer may be removed with cause only after reasonable notice and opportunity to be heard before the body proposing to remove the Director or Officer. For purposes of any vote called for under this Section 7 of Article IV, the Director or Officer who is the subject of the removal vote shall not be entitled to vote on such matter.

Section 8. Vacancies in Director and Officer Positions

Continuing Directors may act despite a vacancy or vacancies in the Board and shall for this purpose be deemed to constitute the full Board. Any vacancy in the Board of Directors or among any of the Elected Officers, whether caused by resignation, removal under Section 7 of this Article IV or otherwise, may be filled by an appointment approved by either (a) a majority vote of the members casting votes at a meeting for which a quorum is present or (b) a two thirds (2/3) super majority vote of the Board of Directors; provided, that in order to be final, any such appointment by the Directors must be affirmed by a majority vote of the members at the next meeting of members. In the event of a vacancy in the office of President, the Vice President shall

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have and exercise all the powers and duties of the President until a new President is duly elected and qualified,.

Article V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place and Number

Meetings of the Board of Directors shall be held at such place within the City of Boston, Massachusetts as may be named in the notice of such meeting. The Board shall hold at least four (4) meetings of the Directors each year, at such times as the Directors may fix from time to time, and may be called by the President, Vice President, Clerk or any two (2) Directors. Subject to the provisions of Section 1 of this Article V, any meeting of the Board of Directors may be cancelled by majority vote of the Directors.

Section 2. Notice of Directors Meetings

Forty-eight (48) hours' notice by facsimile, electronic mail, telephone, or word of mouth, shall be given to all Directors for a Directors meeting unless shorter notice is necessitated under the circumstances. A notice need not specify the purpose of any meeting.

Any Director who believes he/she was not given adequate notice of a Directors meeting may so stipulate prior to, during, or after such meeting, and the Clerk shall duly note such noticing concerns in the meeting minutes. Thereafter, the Directors shall undertake reasonable actions to correct future noticing procedures.

Section 3. Quorum at Directors Meetings

In order for votes to be effective at Board of Directors meetings, a quorum of Directors must be present, equal to a simple majority of the Directors then in office. If a quorum is present, a majority of the Directors present may take any action on behalf of the Board except to the extent that a larger number is required by the articles of organization or these bylaws, such as referred to in Article IV, Section 7.

Section 4. Action by Consent; Telephone or Video Conference Meetings

Any action required or permitted to be taken at any meeting of the Directors may be taken without an in-person meeting if all the Directors consent to the action in writing or by email and the written consents are filed by the Clerk with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting. Members of the Board of Directors of the Association or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone, video conference, or similar communications equipment whereby all persons participating in the meeting can hear and/or see each other at the same time. Participation by such means shall constitute presence in person at a meeting.

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Article VI. POWERS AND DUTIES OF DIRECTORS AND OFFICERS

Section 1. Directors

The Directors shall be responsible for the general management and supervision of the business and affairs of the Association, including oversight and approval of Officers' actions, except with respect to those powers reserved to the members by the articles of organization or these bylaws. The Board of Directors may from time to time delegate any of its powers to committees in accordance with the provisions of Section 5 of Article IV hereof. Any Director shall perform such duties, including serving as chairperson of a committee, as may be determined from time to time by the Board of Directors.

Section 2. President

The President shall be the chief executive officer of the Association and as such shall have charge of the overall affairs of the Association subject to the supervision of the Board of Directors. The President shall preside at all meetings at which he or she is present. The President shall be responsible for proposing the Association's strategies, priorities, plans, and operating principals to be pursued during the current President's term of office, all of which will be subject to approval by the Board of Directors prior to implementation. The President shall also have such other powers and duties as may be designated from time to time by the Board of Directors.

Section 3. Vice President

The Vice President shall have such powers and duties that support implementation of the programs and priorities of the President as well as other duties as may be designated from time to time 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 be the chief financial officer of the Association. The Treasurer shall have the custody of all funds of the Association and shall deposit the same in the name of the Association in such bank(s) or other financial institutions as the Board of Directors may approve, subject to the Treasurer's recommendation. The Treasurer's duties shall include:

- a) Implementation of and adherence to the provisions of the Association's Statement of Financial Principles (as amended from time to time)
- b) Signing all checks, drafts, notes and orders for the payment of money, and pay out and dispose of the same
- c) Create debit/credit card payment accounts for electronic payment of Association expenditures and authorize payments therefrom
- d) Create and manage electronic accounts for the receipt of revenue (such as with PayPal) to receive membership dues and other Association revenues
- e) Keep full and accurate records of the financial affairs of the Association. Prepare (or cause to be prepared) and file in a timely manner all tax returns and financial reports as may be required by federal, state or local law.

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- f) Prepare and distribute to the Board of Directors, at least semi-annually, a written accounting of the financial condition of the Association.
- g) Annually, the Treasurer shall prepare and distribute to the members a written accounting of the financial condition of the Association, the form of which shall be approved by the Board of Directors.
- h) At all reasonable times keep the books and accounts of the Association open to inspection by any Director.
- i) Have such additional powers and duties as may be designated from time to time by the President or the Board of Directors.

Section 5. Clerk

The Clerk shall:

- a) Record all proceedings of meetings of the members and Board of Directors in a book or books (hardcopy and/or electronic) to be kept therefor and shall have custody of the records (other than financial records) of the Association.
- b) Maintain in the Association's records a copy of the Articles of Organization, bylaws of the Association, all amendments thereto, the Association's current Statement of Financial Principles, and (unless otherwise delegated by the Board to a membership committee chairperson) the names of all members, Directors and Officers and the address of each.
- c) Keep the Association's records open at all reasonable times to the inspection of any member, Officer, or Director
- d) Ensure that all meeting notices are duly given in accordance with the provisions of these bylaws
- e) Prepare and file with the Secretary of State of the Commonwealth of Massachusetts an annual report as required by Section 26A of Chapter 180 of the General Laws of Massachusetts and shall prepare and file all other reports and certificates as may be required by such Chapter 180 to be filed with such Secretary of State. Copies of all such reports shall be kept with the records of the Association.
- f) Be the Association's interpreter of these by-laws when question arise as to the proper procedural actions to be taken by the Board of Directors or Officers in order to comply with the intent of these by-laws
- g) Perform other such other duties as may be assigned from time to time by the Board of Directors or the President.

Section 6. Acting and Other Officers

In the event of any Officer's death, disability, resignation, absence, or refusal or other failure to perform duties, the Board of Directors, acting by majority vote of the Directors then in office, may designate any member as an acting officer in order to perform the required duties until such time as the original Officer is able to resume his or her duties or is replaced in accordance with the provisions of Article IV hereof. Acting and other officers shall have such powers as may be designated from time to time by the Board of Directors.

Section 7. Expenditure Authorities

All funds collected or received by the Association shall be used to carry out the purposes described in Section 2 of Article I hereof. All expenditures on behalf of the Association,

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including authorization and signature amounts, must be made in conformance with the Association's "Statement of Financial Principles," as amended.

Section 8. Conflicts of Interest

An Officer or Director who is a member, stockholder, trustee, Director, officer or employee of any firm, corporation or entity with which the Association contemplates contracting or transacting business (including engaging in litigation) shall disclose his or her relationship or interest to the other Officers or Directors acting upon or in reference to such contract or transaction. No Officer or Director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the Association may enter into such contract or transaction.

In case the Association enters into a contract or transacts business with any firm, corporation or association of which one or more of the Association's Officers or Directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be automatically invalidated nor necessarily affected by the fact that such Officers or Directors of the Association have or may have interests therein.

Whether or not an Officer or Director has disclosed a potential conflict of interest in a potential business relationship with the Association, the Board of Directors has the final authority to determine the propriety of the transaction and whether the independent interests of the Association will be protected if such a transaction takes place.

Article VII. NO PERSONAL LIABILITY

The members, Directors and Officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with or having any claim against, the Association may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Association.

Article VIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General Indemnification Provisions.

The provisions following and including this Section 1 of Article VIII notwithstanding, the Association's Board of Directors have final authority to determine if Officers and Directors are eligible for indemnification under these bylaws.

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, Officer, employee or agent of the Association against all expenses and liabilities (including reasonable counsel fees as well as judgments,

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damages, fines, excise taxes, penalties and amounts payable in settlements) imposed upon or reasonably incurred by such person in connection with any threatened, pending or completed action, suit, claim or other proceeding, whether civil, criminal, administrative or investigative in nature, in which he or she may become involved by reason of his or her serving or having served in such capacity on behalf of the Association; provided that no indemnification hereunder shall be provided for any such person with respect to any matter as to which he or she shall have been finally 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 Association; and provided further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof shall have been approved by the Board of Directors, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an agreement by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which agreement may be accepted without regard to the financial ability of such person to make repayment.

Section 2. Indemnification Requiring Authorization or Approval.

Where indemnification hereunder requires authorization or approval by the Board of Directors, such authorization or approval shall be conclusively deemed to have been obtained, if:

- a) the payment has been ratified (1) by a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding: (2) by a majority vote of a committee of three (3) or more Directors who are not at that time parties to the proceedings and have been delegated authority for this special purpose by the full Board (in which delegation decision Directors who are parties may participate but may not vote): or (3) if a quorum is not available for the determination under either of the preceding clauses (1) or (2), a majority vote of disinterested members ; or
- b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Association) appointed for the purpose by majority vote of the Directors; or
- c) the payment is approved by a court of competent jurisdiction; or
- d) the Directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the General Laws of Massachusetts.

Section 3. Payment of Indemnified Liabilities.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within thirty (30) days, after the receipt by the Association of a written request therefor from the person(s) to be indemnified, unless with respect to a claim for indemnification the Association shall have determined that the person(s) is/are not entitled to indemnification. If the Association denies the request or if payment is not made within such thirty-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights

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hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the Association.

Section 4. Advances; Repayment of Advances Where Not Entitled to Indemnification.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an agreement by or on behalf of the Director, Officer, employee or agent of the Association seeking indemnification to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the Association pursuant to this Article VIII.

Section 5. Contractual Right to Indemnification; Rights Not Exclusive.

The right of indemnification under this Article VIII shall be a contract right inuring to the benefit of the Directors, officers and other persons entitled to be indemnified hereunder (including former officers, Directors and other persons who shall remain entitled to indemnification hereunder notwithstanding the discontinuation of their duties on behalf of the Association) and no amendment or repeal of this Article VIII shall adversely affect any right of such Director, officer or other person existing at the time of such amendment or repeal (including, without limitation, rights to indemnification for conduct occurring before such time whether or not claims against such Director, officer or other person have arisen before such time). Each individual who is or becomes a Director, officer, employee or agent of the Association shall be deemed to have served or to have continued to serve in such capacity in reliance upon the rights to indemnity and advancement of expenses provided in this Article VIII.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a Director, officer or other person entitled to indemnification hereunder.

The Association may purchase and maintain so-called Directors and Officer Liability Insurance on behalf of individuals who is or was a Director, Officer, employee or agent of the Association against any liability asserted against such individual and incurred by such individuals in any such capacity or arising out of their status as such.

Article IX. AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed, in whole or in part, by the affirmative majority vote of the Board of Directors. If Directors vote for such changes, members shall be given notice of such action fifteen (15) days in advance of a membership meeting scheduled to review and approve such changes, which notice shall include a summary of the proposed changes. Such membership meeting to approve the Board's proposed bylaw changes must take place within 60 days of the Board's vote effecting such proposed changes. Any such proposed alteration, amendment or repeal of the bylaws by the Directors may subsequently be altered, amended or repealed, in whole or in part, by the affirmative majority vote of the members casting votes at any meeting for which a quorum is present.

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Notwithstanding the above provisions of this Article IX, any amendment, alteration or repeal of any provision of these bylaws by the Directors shall be valid and given full force and effect unless and until acted upon by the membership.