

# **BY-LAWS OF THE NEWTON UPPER FALLS AREA COUNCIL**

## **ARTICLE I - AUTHORITY**

The By-Laws for the Newton Upper Falls Area Council, (“Council”), are promulgated under the authority granted to it by Article 9, Section 9-9(b) of the Charter of the City of Newton, (“Charter”), as adopted on November 2, 1971 and taking effect on January 1, 1972, as amended.

## **ARTICLE II - COUNCIL**

### **Section 1 - General Powers**

The affairs of the Newton Upper Falls neighborhood service area, (“Area”), shall be managed by the Council as authorized by Article 9 of the Charter and the "Board Resolution Adopting Newton Upper Falls Area Council" #38-11, (“Resolution”), approved March 21, 2011, as amended.

### **Section 2 – Name and Composition**

The Council shall be known as the “Newton Upper Falls Area Council.” In accordance with Section II of the Resolution, the Council shall consist of nine members. Further, the term of office of each member shall be two years, and until a successor is qualified.

### **Section 3 - Meetings**

(a) Regular Meetings. Regular meetings shall be held at least ten (10) times per calendar year provided a quorum is present. A quorum shall be defined as five (5) members of the Council.

(b) Special Meetings.

(i) In General

A special meeting of the Council may be called by the president of the Council, or by a quorum of its members, by causing a notice of such meeting, specifying the matters to be considered, to be sent to each Council member. Notice shall be made by regular mail, left at the usual place of residence of each Council member, given to each Council member in hand, or delivered to each council member via e-mail. Notice of all special meetings shall comport with the requirements of the Open Meeting Law. Mass. Gen. Laws ch. 30A, §§ 18-25, as amended.

(ii) By Request of Area Voters

A special meeting of the Council shall be called by the president of the Council or a quorum of its members within twenty (20) days of receipt by the Council of a written request by not fewer than fifty (50) registered voters of the Area. Such request shall be deemed received by the Council when sent by regular mail to, served in hand upon, or delivered via e-mail to, the secretary for the Council.

(c) Notice of Meetings. The Council shall give notice of all meetings according to the procedures set forth in the Open Meeting Law. Mass. Gen. Laws ch. 30A, §§ 18-25, as amended.

(d) Manner of Acting. While a quorum is present, any action may be taken by a majority vote of the Council except as otherwise provided by law, ordinance or these By-Laws.

(e) Records. The Council shall maintain accurate records setting forth any action or actions taken at each meeting, and make available a summary of all matters voted in the manner required by the Open Meeting Law. Mass. Gen. Laws ch. 30A, §§ 18-25, as amended.

(f) Conduct of Meetings. Where applicable and not in conflict with any law or ordinance, procedures for the meetings of the Council shall be governed by Roberts Rules of Order as most recently revised and amended.

#### Section 4 - Officers

The officers of the Council shall be president, vice president, secretary and treasurer. The officers shall be elected by the Council from among its members at the first regular meeting of each calendar year and shall hold office until their successors have been elected.

(a) President and Vice President.

(i) The president, or if absent, the vice president, shall preside over all meetings of the Council. In the absence of both, a temporary presiding officer shall be elected from among the members present.

(ii) The president shall exercise general supervision over all of the affairs of the Council.

(iii) The president shall be a member ex-officio of all committees but shall not be counted in determining a quorum.

(iv) In the absence of the president, the vice president may act in his or her stead.

(b) Secretary.

(i) The secretary of the Council shall:

(1) maintain a complete and accurate record of all proceedings and correspondence of the Council;

(2) comply with Sections 3 (c) and (e) of this Article;

(3) post and file notices of meetings as may be required, and in the manner required; and

(4) perform all other duties usually appertaining to the office of secretary.

(ii) In the absence of the secretary, any power which he or she may have may be delegated by a majority vote of the Council to one of its members.

(c) Treasurer.

(i) The treasurer of the Council shall:

(1) give bond, if required by the Council;

(2) make payments only for bills properly approved by the Council and as otherwise authorized by law;

- (3) keep complete and accurate financial records of the activities of the Council which shall be subject to City audit as required by Article 9, Section 9-11 of the Charter;
- (4) submit a financial report to the Council at the end of every calendar year, which report shall be filed with the Clerk of the Board of Alderman, as required by Section 9-10 of Article 9 the Charter and Section V(C) of the Resolution.
- (ii) In the absence or incapacity of the treasurer, any power which he or she may have to sign checks may be delegated by a majority vote of the Council to one of its members.

(d) Removal from Office. Any officer may be removed, either with or without cause, by two-thirds (2/3) vote of the Council, at any regular or special meeting.

(e) Resignation. Any officer may resign at any time by giving written notice to any member of the Council. Written notice shall include written notice given by electronic means. Any such resignation shall take effect upon the date of the receipt of such notice, or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

#### Section 5 - Vacancies

The Council shall notify the residents of the Area of the occurrence of a vacancy on the Council and such notice shall solicit applications for appointment to the Council. At its second regular meeting following the date of such notice, the Council shall elect, by vote of two-thirds (2/3) of the remaining members, a person to fill such vacancy from among the applicants for appointment. Applicants must reside in the Area at the time of said meeting.

#### Section 6 – Debt

The Council shall not incur any debt or liability exceeding the net assets of the Council.

#### Section 7 - Legal Opinions

The Council shall consult with the City Solicitor on matters of law to the same extent as such consultation is required of City officers, departments, agencies, boards and commissions, pursuant to Section 15-2(e) of the Revised Ordinances of the City of Newton.

### **ARTICLE III - COMMITTEES**

The Council may establish committees from time to time as it deems necessary and in the best interests of the Area, to report to it on subjects requiring investigation, or for such purposes as the Council may consider appropriate. Committee membership need not be limited to members of the Council. Meetings of any committee established hereunder shall be subject to the requirements of the Open Meeting Law. Mass. Gen. Laws. ch. 30A §§ 18-25, as amended.

### **ARTICLE IV - COMMUNICATION WITH CITY GOVERNMENT**

(a) In General

In furtherance of Article 9 of the Charter, and in conjunction with the Resolution, the Council may advise the various departments, agencies, boards and commissions of the City concerning any and all matters of interest to the Area.

(b) By Petition of Area Voters

In accordance with Section IV (G) of the Resolution, upon receipt of written petitions from twenty (20) percent of the registered voters expressing an opinion of the community, the Council shall forthwith communicate such opinion by written memorandum to the Clerk of the City of Newton, and to such other City officers, departments, agencies, boards and/or commissions as may be appropriate.

**ARTICLE V – AMENDMENT OF BY-LAWS**

(a) In General. In accordance with Article 9, Section 9-9 (b) of the Charter, the By-Laws may be amended by a two-thirds (2/3) majority vote of the Council. Such vote shall take place during a regular or special meeting of the Council.

(b) Notice. Notice of any meeting to discuss or vote upon a proposed amendment to the By-Laws shall be made to registered voters of the Area specifying the substance and nature of the proposed amendment. Such notice shall be given at least fourteen (14) days prior to the public meeting at which such amendment will be presented for consideration. The notice shall comply with the requirements of the Open Meeting Law. Mass. Gen. Laws ch. 30A §§ 18-25, as amended.

(c) Proposed Amendments. Registered voters of the Area may submit written proposed amendments under this Article to the Council at any regular or special meeting of the Council.

(d) Review by the City Solicitor. Proposed amendments shall be reviewed by the City Solicitor prior to a public meeting on said proposed amendment.

**ARTICLE VI - DISSOLUTION OF COUNCIL AND DISTRIBUTION OF ASSETS**

Should the Council be dissolved in the manner provided by Article 9, Section 9-6 of the Charter or any other manner, the assets of the Council shall be distributed in a manner approved by twenty (20) percent of registered voters unless otherwise provided by law.

**ARTICLE VII - CONSTRUCTION**

If any provision of these By-Laws shall in any manner conflict with or contravene any Federal or State law, ordinance, or the Charter, such law, ordinance, or the Charter shall govern and the remaining provisions of these By-Laws shall remain in full force and effect.