

**PARKLAND MANAGEMENT ADVISORY COMMITTEE  
ARTICLES OF ORGANIZATION AND BY LAWS  
(October 2016)**

**ARTICLE I**

*(Name)*

This private citizens' organization, which is a direct successor to the Special Committees formed to voice public concern and direction for the construction of the Southwest Corridor and its Parkland, shall be known as the Parkland Management Advisory Committee, hereinafter referred to as PMAC or the Corporation.

*(Mission Statement)*

PMAC was founded on the actions of voluntary citizen participation for the protection and betterment of the quality of life in the various Boston neighborhoods affected by the proposed extension of the Interstate 95-SW Expressway. PMAC continues that tradition by shaping the planning and design of the Southwest Corridor Park.

The purpose of the PMAC is threefold: to advise, to advocate, and to direct activity. To accomplish this purpose, the PMAC is to engage in the following activities as set forth below:

1. To provide private citizens' advice, review, consent and oversight of the activities and operations of the Southwest Corridor Park by means of:
  - a. assisting the Department of Conservation and Recreation, hereinafter referred to as DCR, in holding public meetings and gathering community input into Southwest Corridor Park issues and concerns;
  - b. Making recommendations, if necessary, on changes to Rules and Regulations that apply to the Southwest Corridor Park; and
  - c. Offering suggestions to the Park Manager for the general allocation of limited Parkland resources.
2. To provide educational activities, public and private meetings, and any other appropriate outreach, means for the upkeep and enhancement of the 4.7 miles of the Southwest Corridor Park and the general improvement of quality of life of both those who reside along it and those who use it in any transit or recreational capacity.
3. To inform, oversee and support the work of the Southwest Corridor Park Conservancy, hereinafter referred to as the SWCPC, and working in tandem with SWCPC committees as is beneficial and efficient.

*(Articles of Organization)*

The purposes of the Corporation shall be as set forth in the articles of organization. These Bylaws, the powers of the Corporation and its Directors, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the articles of organization. All references in these Bylaws to

the articles of organization shall be construed to mean the articles of organization of the Corporation as from time to time amended or restated.

*(Area)*

PMAC shall represent the concerns about the Southwest Corridor Park from:

1. the residents of the area included within the officially recognized Boston neighborhoods of the Back Bay, the South End, Fenway, Roxbury, and Jamaica Plain;
2. the daily commuters on foot and wheels;
3. the riders of public rail transportation on the Corridor;
4. the urban gardeners using Parkland gardens plots;
5. the Parkland volunteers; and
6. recreational users of all ages.

**ARTICLE II**

*(Membership)*

The membership of the PMAC shall include: community members who live or work near the Park, or use or traverse the Park, who are of the age of 13 years or older, who are currently on the roster for communications from the PMAC or who have attended at least one general or committee meeting in the previous 12 months shall be considered Members of the PMAC.

Attendance records will kept from each Annual, Regular and Committee Meeting, and will be reserved for 12 months to confirm membership and voting eligibility as necessary.

**ARTICLE III**

*(Officers and Duties)*

The officers of PMAC and their respective duties shall be as follows:

1. Chair, who shall preside at all general and special meetings where present; shall chair the Leadership Team; shall report Leadership Team actions to general and special meetings; and shall be member(s), ex-officio, of all committees. The Chair shall be the Chief Executive Officer and a Co-Chair may be selected. The Chair shall also have such other powers and duties as customarily belong to the office of President of a corporation or as may be designated from time to time by lawful vote of the membership, and for the purposes of filing with the State of Massachusetts will represent the office of President. The Chair shall notify the Leadership Team of its meetings.
2. Clerk/Secretary, who shall: keep a record of the proceedings of the PMAC; keep a current list of members; be custodian of all books, documents and papers filed with the PMAC; be responsible for distributing copies of all minutes and other records and

documents of the PMAC and shall certify that such copies are true copies and that all persons dealing with the PMAC may rely on such certification. The Clerk/Secretary shall notify the membership of Annual, Regular and Special Meetings. If applicable and necessary, the Clerk/Secretary shall sign all lawful checks in the absence of the Treasurer.

3. Treasurer/Membership Chair, who shall: oversee any financial activities, including, but not limited to requests for additional funds from partner organizations and the administration thereof (Addendum A); maintain attendance records for each Annual, Regular and Committee Meeting to confirm voting eligibility as needed; and maintain a list of current known Members regardless of eligibility to vote.
4. Leadership Team, which shall be comprised of the Chairs of active Standing Committees and Special Committees (Article VI). Each member of the Leadership Team shall be entitled to only one vote, regardless of the number of committees the Officer chairs.
5. Directors, who shall be selected by the Leadership Team annually.

## **ARTICLE IV**

### *(Nomination of Officers)*

Candidates for the officer positions shall be selected by a majority votes of the members present (a quorum being present as defined in Article V) of the Leadership Team (Article VI) at a meeting not later than August of the even year.

Only Members of the PMAC shall be eligible to serve as officers.

### *(Elections)*

All officers shall be elected by a majority vote of the Members present at the October Regular Meeting of the PMAC (Article V) on the even numbered year for a two-year term commencing January 1 of the following odd-numbered-year. The Clerk/Secretary shall notify the membership at least thirty (30) days prior to the date set for the October Regular Meeting.

### *(Removals and Vacancies)*

PMAC Officers and Leadership Team Members may be removed upon avote of the majority of Directors.

All vacancies in office shall be filled by a majority vote of the Directors. The replacement candidate so selected shall serve only for the balance of the unexpired term of the removed member.

## **ARTICLE V**

### *(Meetings)*

Regular Meetings of the PMAC shall be held monthly in rotating locations between Sections One, Two and Three, in addition to an Annual Meeting. The Leadership Team will meet additionally as deemed necessary by the officers.

Meetings shall be at various locations within the abutting neighborhoods, shall be handicapped accessible, and shall be within a short distance of the Orange Line. The annual schedule for Regular Meetings shall be published in advance.

Special Meetings shall be called by the Chair, a majority vote of the Leadership Team, or on the written demand of at least five (5) Members of the PMAC. Such a written demand shall state the purpose for which the Special Meeting is called. At least five (5) days before the date of any Special Meeting the Clerk/Secretary shall send notice of the date, time, location and purpose of the Special Meeting to all current Members of the PMAC.

As an understood courtesy the Park Manager shall be notified and invited to all meetings.

*(Handicapped Accessible)*

Annual, Regular and Special Meetings shall be held within the PMAC area at locations accessible to physically handicapped persons unless the Leadership Team shall make a specific determination that conditions beyond their control make meeting in some other area or in an inaccessible location necessary.

*(Rules of Order)*

All PMAC meetings are to be open to the public and shall be conducted under modified Roberts Rules of Order. All actions and procedures not specifically granted or prohibited by these Articles of Organization and By-Laws, inclusive, shall be governed by this authority.

*(Quorums)*

A quorum for Regular and Special meetings shall be considered present when there are five (5) or more Members (see Article II).

For the Leadership Team a quorum of over 50% of the current committee voting membership at the time shall be required to conduct business. For other committees, quorums are not required.

*(Policy Statements)*

Adoption of official statements of policy and the authorization of the Chair to publicize such proposed policy statements shall only be made by majority vote at a Regular or Special meeting. At least five (5) days notice shall be given to the current active membership of the intention to vote on an official statement of policy at either a Regular or Special meeting. Changes to official policy positions shall be made only if the change receives approval of two-thirds of the Members present at a properly noticed meeting.

## ARTICLE VI

### *(Standing Committees)*

The Standing Committees of PMAC shall be:

1. The Community Garden Committee, which shall deal with the needs and concerns of those currently holding or desiring to hold individual garden plots on sections of the Southwest Corridor Park. This committee may recommend modifications and additions to the current Garden Rules and Regulations to the Leadership Team.
2. The Public Safety Committee, which shall deal with concerns that local residents, commuters and abutting neighborhoods have with the safety and policing of the Southwest Corridor Park. The Committee shall foster regular communication between various police forces and the community to discuss concerns and pursue statistical reporting in order to maximize response and resource allocation for the public benefit.
3. The Community Engagement and Outreach Committee, which shall be responsible for publicizing the beauty, history, resources and facilities of the Park to the general public of all ages and encouraging use of the Park for recreational purposes. The Committee shall also work to increase abutter participation in Parkland activities and involvement in the Parkland management through PMAC membership. The committee may work in collaboration with the SWCPC.
4. The Park Stewards/Horticultural Committee, which shall be responsible for acting as a liaison among PMAC, the Southwest Corridor Park and DCR with respect to community and volunteer involvement with gardening and landscaping within the park. The Park Stewards/Horticultural committee will coordinate and share work with the Southwest Corridor Park Conservancy.
5. The Bicycling and Walking Paths Committee, which shall be responsible for managing and responding to concerns of pedestrians and cyclists using the Southwest Corridor Park for transit and recreation. The Committee shall manage the following activities: maintenance and upgrades pertaining to pedestrians' and cyclists' experience, development of plans to implement signage, striping, crossing updates, etc., and advocating to the City of Boston and DCR for path clearance, maintenance and improvements in problem areas for cyclists and pedestrians.

As is deemed appropriate, Standing Committees may use the Regular Meetings as the setting for committee work in lieu of separate committee meetings.

### *(Special Committees)*

The Leadership Team shall authorize a Special Committee if a situation arises which is not managed effectively by any existing standing committee. A Special Committee shall not replace a standing committee and shall be discontinued at the end of the current term of the officers unless specifically renewed by either the Leadership Team or general voting membership.

### *(Standing and Special Committee Chairs)*

Committee Chairs shall be elected for a one year term by majority vote of their committee members present and voting.

Committee Chairs shall hold regular committee meetings and report the actions of their committees to the Leadership Team. Those Chairs shall be members of the Leadership Team and shall report actions of that committee to their respective Standing Committees. All committees operate under the aegis of the Leadership Team, which shall review any proposed actions of each committee prior to implementation.

*(Leadership Team)*

The Leadership Team shall be the management committee of PMAC. It shall consist of the elected PMAC officers and the Chairs (or designee) of active committees. It shall, by majority vote, transact such business as is required, including establishing policy and expending funds under the terms specified in the PMAC Articles of Organization and By-Laws as amended. The Leadership Team shall meet at least monthly at the same places as specified in Article V and at times mutually convenient for the members. All meetings shall be open.

In selecting nominees for any open positions, the Leadership Team shall make its best efforts to include candidates from Sections One, Two and Three of the Southwest Corridor Park.

**ARTICLE VII**

*(Amendments)*

Except as otherwise required by law, these Articles of Organization and By-Laws may be amended periodically.

Amendments may be initiated either by vote of the Leadership Team or by the majority vote of Members at a Regular Meeting. Amendments to the By-Laws shall be made by a two-thirds vote of the Directors.

Amendments to the By-Laws must be ratified by a meeting of the Membership at which a quorum is present, provided, however, the notice of any proposed amendment shall first have been transmitted at least fourteen (14) days in advance to all Members prior to the next Regular or Special Meeting.

An affirmative vote of at least two-thirds of the Members present is required to ratify.

## **Addendum A**

### *(Implementation of Addendum A)*

In the event that the PMAC chooses to register as a 501(c)3 nonprofit, or file with the state or federal government for a tax ID to open a bank account or hold funds, by a vote of two-thirds votes of members present at a properly noticed meeting at which there is a quorum, clauses contained in Addendum A shall be in effect as follows.

### *(Role of Treasurer)*

Treasurer Shall be the chief financial officer of the PMAC, shall collect membership dues if applicable and shall also have such powers and duties as customarily belong to the office of Treasurer or as may be designated from time to time by the President, and shall prepare and sign all lawful checks for the President. The Treasurer shall additionally:

1. Report the financial condition of the PMAC at all Regular Meetings;
2. Keep all funds of the PMAC in bank accounts in institutions insured by agencies of the United States Government which accounts shall require the signature of the Treasurer and President or the Vice President acting for the President and the Secretary/Clerk acting the absence of the Treasurer; and
3. Establish or close bank accounts containing funds of the PMAC only as authorized by a majority vote of the members of the PMAC present at a Regular or Special Meeting.

### *(Charitable Activities Allowable Under IRS Sec. 501(c)3)*

Further, the PMAC may do any and all things directly or indirectly related to any of the foregoing activities and in furtherance of the foregoing charitable and educational purposes.

All activities of the PMAC shall be lawful and in furtherance of its charitable and educational purposes as may be permitted under Section 501(c)(3) of the Internal Revenue Code of 1954 and which are also permitted under the laws of the Commonwealth of Massachusetts, as are now in force or hereafter amended.

### *(Other Activities and Lawful Provisions)*

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

1. The PMAC may apply for and receive from any source, in trust or otherwise, by gift, devise, bequest or otherwise, and hold, cash, securities and real or personal property to the extent from time to time authorized by law.
2. No assets of the PMAC shall be loaned directly or indirectly to any member or director.
3. The PMAC may make contracts, incur liabilities, borrow money, make and endorse bonds, notes and other evidences of indebtedness, and mortgage, pledge or create any security interest in any real or personal property, all on such terms as its members, may determine.

4. Notwithstanding any other provisions of these Articles of Organization and By-Laws this PMAC shall not, in the conduct of its affairs:
  - a. Engage, other than as an insubstantial part of its activities, in activities which are not in furtherance of one or more of the advisory, oversight, educational and charitable purposes for which it has been formed.
  - b. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
  - c. Participate in, or intervene in, directly or indirectly (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
  - d. Permit any part of the assets or the net earnings of the PMAC to inure to the benefit of any officer, director or member of the PMAC, or any private individual, other than salaries and expenses incidental to the business of the PMAC as herein set forth.
  - e. Conduct any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 and contribution to which are deductible under Section 170(c)(2) of said Code, each as now in force or hereafter amended.
  - f. The PMAC may at any time merge or consolidate with any other corporation organized for educational, scientific or other charitable purposes upon the affirmative vote of not less than two-thirds of the voting members if and to the extent permitted by the applicable law then in effect.
  - g. Subject to applicable provisions of law, the corporation may, at any time, dissolve by affirmative vote of at least two-thirds of its voting members, provided that upon such dissolution all the assets of the corporation (after the payments of all debts and other obligations) shall be contributed to a corporation or entity or corporations or entities each of which shall be qualified for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or hereafter amended.

*(Amendments)*

No amendment shall authorize or permit the PMAC to be operated otherwise than exclusively for such charitable, educational or scientific purposes, to qualify the PMAC for exemption from taxation under Section 501(c)(3), or to qualify gifts to the PMAC as deductible under Section 170(c)(2) of said Code.