

**Charlestown Neighborhood Council (CNC)  
By-Laws**

To read as follows:

**Article 1 –Name**

This organization shall be known as the Charlestown Neighborhood Council.

**Article 2 – Purpose**

The Charlestown Neighborhood Council is established to increase effective communication between our neighborhood, Ward Two – Charlestown, and the government of the city of Boston, its departments and agencies. It will provide structured participation in city government decisions affecting land use, development, service delivery and other issues relating to the quality of life in Charlestown. Through this process, the Charlestown Neighborhood Council joins together with city government to promote the well being of Charlestown and its people and ensure neighborhood participation in municipal affairs.

Furthermore, the Charlestown Neighborhood Council shall, from time to time, provide a forum for both state and federal officials, departments and agencies to present, discuss and receive input from the people of Charlestown on matters affecting our community.

**Article 3 – Membership**

**Section 1** – All men and women over 18 years of age and residents of Charlestown, Massachusetts are eligible to be elected or selected for membership on the Charlestown Neighborhood Council.

**Section 2** – The Charlestown Neighborhood Council shall be composed of twenty-one (21) members who shall serve for two (2) years and be selected as follows:

- a) Seven (7) members shall be elected, one from each of the seven (7) precincts of Ward Two, Charlestown (as it now exists) and must reside in the precinct in which they stand for election. Precinct elections shall take place in the odd year (i.e. 1991).
- b) Seven (7) members shall be elected at large by the whole community- Ward Two, Charlestown- and must reside in Charlestown. At-large elections shall take place in the even year (i.e. 1992).
- c) Seven (7) members shall be representatives of Charlestown non-profit organizations. These organizations will be individually selected by the elected members of the Charlestown Neighborhood Council for a term of two years and shall take office in the odd year (i.e. 1991). The selected organizations shall appoint a Charlestown resident as their representative to the council.
- d) All members of the Charlestown Neighborhood Council must reside in Charlestown (precinct representatives in their respective precincts) for the entire length of their term

**Section 3** – Public Elections for CNC members occur yearly as described above. Details on elections and filling of vacancies occurring during a term can be found in Article 15.

#### **Article 4 – Officers**

**Section 1-** The officers shall be a Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary and Treasurer. They shall be elected at the annual meeting in January by the members of the Charlestown Neighborhood Council and shall hold their respective offices for one (1) year or until their elected successors have been duly elected and installed (seated).

**Section 2-** Vacancies in any office occurring between annual meetings shall be filled by a majority vote of the council members in attendance at the next meeting after the vacancy occurs provided that each member of the Charlestown Neighborhood Council has received notice, in writing, of said vacancy at least ten (10) days before the meeting.

#### **Article 5 – Duties of Officers**

**Section 1-** The Chairperson of the Charlestown Neighborhood Council shall preside at all meetings of the council. He/she shall appoint, exclusive of him/herself, subject to a vote of ratification of the council, all Chairpersons of all standing committees, and any and all other committees that the Charlestown Neighborhood Council may determine are appropriate and necessary. The Chairperson shall be an ex-officio member of all committees, exclusive of the election committee, and shall have, in addition, such other powers and duties as are usual to the office. He/she shall have the power to appoint a Parliamentarian and a Sergeant-at-Arms, if deemed necessary, said appointment to be subject to a vote of ratification by the council. The Chairperson shall be the presiding office of all meetings of the Executive Committee.

**Section 2-** The First Vice Chairperson, in the absence of the Chairperson, shall exercise all of the power of the Chairperson.

**Section 3-** The Second Vice Chairperson, in the absence of the Chairperson and First Vice Chairperson, in the absence of the Chairperson and First Vice Chairperson, shall exercise all of the power of the chairperson.

**Section 4-** The Secretary shall issue all notices of meetings of the Charlestown Neighborhood Council, and keep complete and accurate minutes of the meetings, including the recording of attendance. He/she shall conduct the general correspondence of the council, sending all letters as instructed by the Executive Committee or vote of the Charlestown Neighborhood Council and shall also serve as Secretary of the Executive Committee.

**Section 5-** The Treasurer shall have custody of all funds of the Charlestown Neighborhood Council (if any) and have the responsibility for receiving and disbursing such funds, subject to the vote of the council, and perform such other duties incident to this office.

#### **Article 6 – Duties of the Council Members**

The council, composed of twenty-one (21) equal members, shall be the decision-making body for all recommendations, proposals or other issues which shall be communicated by the

Charlestown Neighborhood Council to the city of Boston or any other party. These include, but are not limited to: land use and development issues; zoning ordinances; public property disposition; neighborhood service delivery systems; traffic and parking problems; and a neighborhood needs assessment. Any and all recommendations of the Charlestown Neighborhood Council standing and other committees must be approved by a majority vote of the Charlestown Neighborhood Council.

Additional duties of the Charlestown Neighborhood Council shall include, but not be limited to:

- a) electing officers
- b) ratifying the appointment of Committee Chairpersons and appointive officers, if any
- c) filling vacancies occurring on the council as stated in Article 15
- d) voting approval of the seven (7) community organizations in accordance with Article 3, section 2C that shall be authorized to designate members to the council
- e) removing council members and officers for just cause in accordance with Article 11
- f) providing a forum for the Charlestown community to discuss and recommend solutions on matters affecting our neighborhood.
- g) Regular attendance at monthly meetings and participation in sub-committee meetings

## **Article 7—Meetings**

**Section 1-** The annual meeting of the Charlestown Neighborhood Council will be held in January for the election of officers and any and all business usually scheduled for said meeting. All meetings of the Charlestown Neighborhood Council, its standing committees, and any and all other committees and subcommittees, with the exception of the executive committee, shall be open to the public and shall be noticed twice in each local media prior to said meeting.

**Section 2-** The council shall meet monthly, a minimum of ten (10) times per year, including the annual meeting, on the first Tuesday of the month, except during the months of July and August when the meetings may be discontinued by vote of the Charlestown Neighborhood Council at its June meeting.

**Section 3-** When the regular monthly meeting occurs on the eve or night of any national, state or county holiday or election, or any other special occasion, Article 7, section 2 of the Bylaws may be suspended by a two-thirds (2/3) vote of the members of the Charlestown Neighborhood Council present and voting at a previous meeting and a new date announced for said meeting.

**Section 4- Quorum** – Nine (9) members of the Charlestown Neighborhood Council shall constitute a quorum for a Charlestown Neighborhood Council meeting.

**Section 5-** Order of Business for all meetings shall be as follows:

- a) Opening of the meeting by the chairperson with a call for the Pledge of Allegiance to the Flag of the United States of America.
- b) Reading and approval of minutes (if there is no vote to accept the minutes as printed and distributed).
- c) Chair Correspondence
- d) Presentations
- e) Open the floor for discussion/comments on Charlestown matters
- f) Committee Reports

- g) Old Business.
- h) New Business.
- i) Adjournment.
- j) The above order of business can be dispensed with by a majority vote of the Charlestown Neighborhood Council for any priority issue.

## **Article 8 – Executive Committee**

**Section 1-** The Executive Committee shall consist of the five (5) elected officers of the Charlestown Neighborhood Council.

**Section 2-** The Executive Committee shall meet at the call of the Chairperson or upon written request by any three members of the Committee.

**Section 3-** The Executive Committee shall transact necessary administrative business between meetings of the Charlestown Neighborhood Council and act in emergencies which cannot wait until the next regular meeting.

**Section 4-** All business transacted by the Executive Committee shall be reported to and ratified by the Charlestown Neighborhood Council at its' next regular meeting. If any business transacted by the Executive Committee concerns a particular committee of the Charlestown Neighborhood Council, reasonable attempts by the Executive Committee to include that committee chair in the discussion should be made.

**Section 5-** The Quorum for the transaction of business by the Executive Committee shall be by agreement of a minimum of three members.

## **Article 9 – Committees**

The Charlestown Neighborhood Council will conduct its affairs/business primarily through its committee structure. The Chairperson of each committee shall be appointed by the Charlestown Neighborhood Council Chairperson subject to a vote of ratification by the council at the meeting following the annual meeting. Examples of committees include, but are not limited to, Public Safety, Development, Basic Services, Transportation, Mitigation, and Election.

**Section 1: Committee Membership Eligibility-** Members of the Charlestown Neighborhood Council are eligible to be members of any committees of the council and shall have equal vote. Members of the public can participate in committee meetings as non-voting participants.

**Section 2-** The Charlestown Appreciation/Awards Committee, originally set up and organized by the Charlestown Neighborhood Council, shall continue to have the full cooperation and support of the Charlestown Neighborhood Council. Though neither a standing nor other committee of the council, it is a cooperative effort of the Charlestown Neighborhood Council, the Mayor's Office of Neighborhood Services and residents of Charlestown and the Chairperson of the Charlestown Neighborhood Council shall continue to have the prerogative of appointing the Chairperson of the Charlestown Appreciation Awards Committee subject to approval and ratification of the full council.

**Section 3-** The Charlestown Emergency Fund (CEF), established by interested members of the Charlestown Neighborhood Council (CNC), though neither a standing nor other committee of the council, shall have the full cooperation and support of the CNC, the Mayor's Office of Neighborhood Services and the Charlestown Community. The Chairperson of the CNC shall have the prerogative of either serving as the Chairperson of the Trustees of the CEF or designating a person to serve as said chairperson. Appointment as a trustee of the Charlestown Emergency Fund shall be open to the entire Charlestown Community (as defined in the By-laws of the CEF). Annually during the month of January at the annual meeting of the Charlestown Neighborhood council, the chairperson of the Charlestown Emergency Fund, or his/her designee, as a courtesy to the CNC shall make a report to the council of the CEF activities during the previous year. (This report shall respect the confidentiality of the nature of the business of CEF).

#### **Article 10- Voting at Council and Committee Meetings**

All voting, except when stated otherwise in these Bylaws, shall be by majority vote of those members present at said meeting. There shall be no proxy voting. All votes of the Charlestown Neighborhood Council shall be made public by either a show of hands, disclosure after the fact, or ratification of a vote of the Executive Board, by the full Council, at the next monthly meeting.

#### **Article 11 – Removal of Members and Officers**

##### **Section 1 – Removal for Just Cause**

Members and officers may be removed only for just cause shown and by a vote of two-thirds (2/3) of the council members present at said meeting after the member/officer has been given at least ten (10) days notice of said hearing on removal and upon due notice to the general membership of the item being on the agenda of the meeting.

##### **Section 2 – Removal for Failure of Attendance**

Attendance being a required duty of council members, consistent failure to regularly attend monthly council meetings shall be considered just cause for removal of any member or officer. Therefore, in the event that any member of the council fails to attend three consecutive monthly meetings for any reason other than serious illness of themselves or an immediate family member, notice shall be given to either the elected member or to the non-profit organization represented by that member, that failure to attend the next council meeting shall result in a vote by the council on possible removal of that member or organization. Notice to the member shall be in accordance with the requirements indicated in Article 11 Section 1.

In the event that a member of the council fails to attend the next monthly meeting after receiving notice of deficiency of attendance as described above, then the council shall decide by vote, during executive session, whether to remove that member. Members and officers may be removed for reason of deficiency of attendance by a vote of two-thirds (2/3) of the council members present at said meeting.

##### **Section 3 – Notification of Removal**

The council shall immediately notify any member of the outcome of a vote for their removal.

In the event the council votes to remove a member in accordance with Article 11, the council will hold an election for the vacant seat in accordance with the requirements and relevant sections of Article 15.

## **Article 12 -- Conflict of Interest**

### Section 1: Conditions for Mandatory Recusal

A CNC member has a financial conflict of interest if they or any member of their immediate family, including spouse, children, parent, or any persons living in the same household possess a personal financial interest in the proceedings before the CNC . Financial interest refers to direct financial gain to the family (i.e. salary, commission, etc.).

It is mandatory that the CNC member with the financial conflict of interest shall notify the other members of the Council and recuse him/herself. That is, they shall not participate in the dialog, make a presentation, or place a vote as related to the issue or entity in conflict.

No CNC member shall make a presentation to the council which requires a vote, unless previously authorized to do so by the council.

### Section 2: Conditions of Optional Recusal

It is recognized that as representatives of the Charlestown community, many members of the CNC will have relationships and responsibilities to organizations and entities with potential business before the Council. Members of the CNC shall be required to publically notify the balance of the membership of any personal or professional relationship with organizations and entities that might affect decisions or actions taken by the council.

CNC members shall err on the side of disclosure and notification of any potential perceived conflict of interest. In the event that the CNC member feels that their participation, presentation, or vote on the matter is influenced unduly by the relationship, the member shall recuse themselves from that portion of the Council's review and voting.

Another member of the CNC shall be entitled to ask for clarification or additional information on the relationship or interest, prior to further proceedings. Any decision of participation or recusal shall be the sole decision of the CNC member indicating a potential conflict, except in matters of personal financial interest addressed in the above Section 1 of this Article.

## **Article 13 – Amendments to the Bylaws**

The Charlestown Neighborhood Council Bylaws may be amended, altered or changed at any regular meeting of the council by a two-thirds (2/3) vote of the council members present and voting, provided the proposed amendment(s) has been presented at the previous regular meeting, notice of the proposed amendment(s) has been furnished in writing to all members and has been made available for public review at least ten (10) days prior to the meeting at which the amendment will be acted upon.

## **Article 14 – Robert's Rules of Order**

Those provisions not contained herein will be covered by the most current version Robert's Rule of Order.

**Article 15 – Elections** – Two chair(s) of the Election Committee shall be appointed by the Chairman of the Council and ratified by the members as defined in Article 3. The two chairs shall include one member of the elected precinct representatives and one member of the At-Large or non-profit representatives. They shall oversee the election of 7 precinct representatives in the odd years to take office in the even year, and the election of 7 At-Large representatives to take place in the even years to take office in the odd years with the appropriate chair presiding in the year they are not up for election.

**Section 1-** The election chair shall organize the public election of CNC members by:

- a) setting the date for a public election of representatives on a Saturday in November in a publically accessible location
- b) advertising the election in the local paper at least one month in advance
- c) providing nomination papers to the public for candidates to gather at least 25 signatures in the precinct or at-large as required at least one month in advance of election.
- d) collecting the nomination papers at least two weeks before the election date and verifying the accuracy of the signatures.
- e) Advertise the candidates for election in the local paper at least two editions prior to the election
- f) assembling election committee members to assist in holding an election by secret ballot
- g) organizing the counting of votes and presenting the elected candidates to the Council.

**Section 2-** The method of voting for the representatives shall be:

- a. for the precinct candidates, the candidate receiving the highest number of votes for a particular precinct shall be elected. Write-in candidates will not be accepted.
- b. for the At-Large candidates, the public may vote for a maximum of 7 candidates on a slate containing all nominees. The election committee members will count all the votes. The seven (7) candidates receiving the highest number of votes shall be elected as At-Large representatives. Write-in candidates will not be accepted.
- c. if there are no contested elections, i.e. there is only one candidate for each precinct position or there are no more than 7 candidates for the At-Large positions, then the Chair of the Election Committee shall propose to the Council that the candidate(s) be voted and accepted by the Council in lieu of the public election as defined in Article 15, Section 1(a).

**Section 3-** Filling vacancies

- a. If an elected member of the Council is unable to complete his/her term, the Chair will move to formalize the resignation of that member in writing. The Council shall publically ask for nominations for candidates to fulfill the term in accordance with Article 3, Section a or b as applicable, **AND** d. Anyone who ran unsuccessfully in the previous election cycle and fulfilled all the election requirements (i.e. 25 signatures), and still desires consideration will automatically be eligible for the vacant seat without needing to fulfill the election requirements again. After fulfilling the election requirements, the candidates shall present themselves at a designated Council meeting, and the members shall cast votes for the replacement of the vacant seat. The successful candidate(s) receiving the highest number of votes shall seat immediately and fulfill the term.

- a. If a representative of a non-profit organization is unable to fulfill their term, the Chair shall ask the organization for a replacement in accordance with Article 3, Sections c **AND** d.

**Revised on July 9, 1991**

**Amended March 2, 1993**

**Amended November 4, 2010**