

## BYLAWS

### BYLAWS OF GOLDFISH POND ASSOCIATION, INC

#### ARTICLE I. PURPOSE

The purpose of the Goldfish Pond Association, Inc is to promote the Goldfish Pond and Park in Lynn, MA through beautification, education, recreation, and neighborly relationships while working to maintain a safe neighborhood and environment.

#### ARTICLE II. MEMBERSHIP

A. Members: Any person interested in improving and promoting Goldfish Pond and Park in Lynn, MA may become a member of the association.

B. Voting Members: Any member that has attended at minimum three meetings and participated in at minimum one organized Goldfish Pond event within the past 365 day time period shall be entitled to one vote.

#### ARTICLE III. OFFICERS

The voting members of the neighborhood association shall nominate and elect the officers of the association. The officers of this association shall hold offices for a term of one (1) year or until successors are elected. The term of office shall begin at the close of the October Meeting. The officers of the association shall be President, a Vice President, a Secretary, and Treasurer.

A. The President shall call and preside at all meetings, shall act for and in behalf of the membership of the association, shall appoint any special committees necessary for the operation of the association business, and shall act as official spokesperson for the association.

B. The Vice President (or Vice Chairperson) shall, in the absence of the President, assume all of the duties of that office and shall be responsible for publicity and notifications of meetings of the association.

C. The Secretary shall keep a permanent record of all formal meetings and all legal documents and legal transactions of the association. The secretary shall transcribe the minutes of each meeting and shall maintain a file copy of same and submit a copy of these minutes for communication purposes to all members.

D. The Treasurer shall keep all financial receipts and a permanent record of all financial business of the association. An up-to-date financial report shall be submitted at each meeting. The Treasurer shall be responsible for membership.

E. Any officer can be removed from office by a 2/3rds majority vote of the voting

membership after a special meeting has been requested at least ten (10) working days in advance.

#### ARTICLE III-A (*Amended 10/1/2019*) BOARD OF DIRECTORS

- A. The Goldfish Pond Association will be governed by a Board of Directors possessing final authority and responsibility for policies and actions of the organization. The Board shall consist of the elected officers of the President, Vice President, Secretary, and Treasurer as well as at least three elected directors. Election of directors shall be under the same procedures as election of officers in Article V.
- B. The day-to-day activities of the association will be the responsibility of the members and the Board shall serve in a governing capacity to oversee and ensure compliance with the Bylaws, the appropriate laws and regulations of the Federal and State governments and the timely filing of required tax returns and reports.
- C. The Board of Directors will meet at least once per fiscal year.

#### ARTICLE IV. MEETINGS

Meetings shall be held at a time and place designated by the President. There shall be a minimum of four meetings in a 365 day time period. There shall be a meeting in the month of October in order to hold office elections.

A. Voting Members shall have the privilege of petitioning officers for a special meeting at any time. Three out of four officers must approve the special meeting.

B. The President shall notify all members of issues requiring a vote prior to said meeting. The Voting Members present at said meeting, and at least three officers and two directors shall constitute a quorum.

C. At least a five day notice shall be provided in advance of any association meeting. Every effort will be made to notify all interested parties and members of the Association of upcoming meetings either by direct mailing, pamphlets, newsletters, or announcements at regularly scheduled meetings.

D. Meetings shall be open to all members and their guests.

#### ARTICLE V.

##### NOMINATION, ELECTIONS, ANNUAL REPORTS AND INSTALLATION OF OFFICERS

A. Nominations of officers shall be made from the floor at the October Meeting. Voting members may nominate themselves or other voting members for office.

B. Election of officers shall be held 5 days from the nominations at a location designated by the current President. Election will be a paper ballot. In lieu of no opposing candidates listed for office, a voice vote at the October nominating meeting will be taken and will be the results of the official election.

C. Upon installation of the officers whose terms begin at the close of the October meeting, all documents, records, and any materials pertaining to the duties of the office as designated in the bylaws which are in the possession of the outgoing officers shall

be submitted to the newly elected counterpart within 30 days of the installation.

D. Any vacancies occurring during the year of any Officer shall be filled by appointment of the remaining officers until a special election can be held as soon as reasonably possible.

#### ARTICLE VI. FISCAL RESPONSIBILITY

A. Expenditure of funds of the association over \$1,000 may not be made without the signature approval of one (1) of the three (3) Officers and the Treasurer.

B. Financial records and funds of the association shall be audited at least once a year by a committee of at least two (2) officers other than the Treasurer.

#### ARTICLE VII. AMENDMENT OF BYLAWS

A. These bylaws may be amended by a majority vote of the voting members.

B. Proposed amendments shall be sent to all members at least ten working days in advance of the meeting where action is to be taken or shall be read at the presiding meeting.

#### ARTICLE VIII – WHISTLEBLOWER POLICY

We require directors, officers and members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and practice honesty and integrity in fulfilling those responsibilities. This Whistleblower Policy is intended to encourage and enable volunteers and others to raise serious concerns internally so that the Goldfish Pond Association can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, and members to report concerns about violations or suspected violations of law or regulations that govern Goldfish Pond Association's operations. It is contrary to the values of Goldfish Pond Association for anyone to retaliate against any board member, officer, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of Goldfish Pond Association.

#### ARTICLE IX - CONFLICTS OF INTEREST

##### Section 1 – Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or member of the Goldfish Pond Association. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 – Financial Interest

Any officer, director, or member who has a direct or indirect financial interest, through business, investment or family, in any entity with which the Goldfish Pond Association has a transaction or arrangement, is deemed an “interested person.” A financial interest is not necessarily a conflict of interest, but may be deemed as such by majority vote of the officers and directors. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the officers and directors considering the proposed transaction or arrangement.

ARTICLE X. GENERAL

A. If any part of these Bylaws or the application thereof is hereafter held invalid or unenforceable, the remainder shall not be affected thereby, and only the affected portions are declared eliminated.

B. No officer, representative, spokesperson or member shall have any financial liability of the association and shall be indemnified from any actions of the Association.

We, the undersigned, are President and Secretary of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 3 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 1st day of October, 2019.

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Paul Coombs, President – Goldfish Pond Association, Inc.

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ATTEST: Nikki Simard Secretary – Goldfish Pond Association, Inc.

Current Officers and Board of Directors:

Vice President: Patricia Greene, 33 Burrill Ave, Lynn, MA 01902

Treasurer: John Baker, 44 Bloomfield, St, Lynn, MA 01902

Director: Dakotah Bontos, 27 Stephen St, Lynn, MA 01902

Director: Coco Alinsug, 18 Merrill Ave, Lynn, MA 0190

Director: William Sabram, 80 Lafayette Park, Lynn, MA 01902

