

# **FRIENDS OF BEDFORD DEPOT PARK, INCORPORATED**

# **Bylaws and Articles of Organization**

AMENDED ON OCTOBER 4, 1997, AND OCTOBER 2, 2004

## **ARTICLE ONE: NAME**

The name of the organization is **Friends of Bedford Depot Park, Incorporated.**

## **ARTICLE TWO: PURPOSE**

Friends of Bedford Depot Park, Incorporated (hereafter referred to as “the organization”) shall be a non-profit, charitable, civic-oriented organization chartered under Chapter 180 of the General Laws of the Commonwealth of Massachusetts.

Friends of Bedford Depot Park, Incorporated shall seek non-profit, tax-exempt status in accordance with the laws and regulations of the Commonwealth of Massachusetts (Chapter 180 of the General Laws) and the Internal Revenue Code (Section 501-C-3).

The purpose of the organization is:

- a. to support, aid and cooperate with the Town of Bedford, Massachusetts, and its agencies in the funding, planning, design, establishment, construction, maintenance and operation of “Bedford Depot Park,” a public park and rest area to be located in the vicinity of the town’s former railroad depot and the Minuteman Bikeway;
- b. to promote, through educational and informational initiatives, the Town of Bedford, its various resources, its history and its attractions, to Park patrons, visitors and tourists;
- c. to make the Park an attractive and functional public facility for its users;
- d. to engage in activities that honor, promote and preserve the historical significance and character of Bedford’s railroad depot area and other local railroad-related places;
- e. to collect, preserve and display artifacts and records pertinent to Bedford’s railroad history;

- f. to conduct campaigns for raising funds and enrolling members, and to accept both monetary and material contributions, for use by the organization in achieving its objectives and meeting its operational expenses;
- g. to print, edit, publish, make, display, acquire, purchase and sell materials, properties and services that assist the organization in achieving its objectives;
- h. to assist or advance other civic-oriented endeavors—including the awarding of educational scholarships to deserving local students—through the contribution of its assets or services.

## **ARTICLE THREE: MEMBERSHIP QUALIFICATIONS**

- a. Members of Friends of Bedford Depot Park, Incorporated are those persons, organizations and businesses that support the purpose of the organization, and whose membership dues are paid.
- b. Membership is available on an annual basis to all individuals, families, organizations and businesses.
- c. “Individual” membership is granted to one person who contributes a minimum of \$12 per year—or a minimum of \$8 per year for persons aged 65 years or more.
- d. “Family” membership is granted to a family of persons (up to two heads-of-household and their children) that contributes a minimum of \$18 per year.
- e. “Organization” membership is granted to a non-profit group, club, organization or governmental entity that contributes a minimum of \$50 per year.
- f. “Business” membership is granted to a for-profit business or corporation that contributes a minimum of \$150 per year.
- g. Lifetime membership status is granted to any person, family, organization or business that contributes eight years of membership dues at one time. (Example: Lifetime Individual Membership is granted to a person who contributes a minimum of \$96 at one time.)
- h. Individual, Organization and Business members may cast one vote, and Family members may cast up to two votes (one each per head of household), in all elections and questions placed before the membership at a general or a special meeting.
- i. Officers of the organization may present complimentary or honorary membership status to deserving parties.
- j. The Board of Directors may set the membership dues at rates other than those set forth above.

## **ARTICLE FOUR: OFFICERS**

- a. Officers of Friends of Bedford Depot Park, Incorporated, are **President, Vice President, Clerk and Treasurer**.
- b. The officers must be members in good standing of the organization. Officers are elected by majority vote of the organization’s members for a term of two years, at elections conducted at an annual meeting held on or about the first Saturday in October.
- c. Immediately upon election, officers assume their duties. In the event that a newly-elected

officer is unable to promptly assume his or her duties, the previous officer shall be requested to serve *pro-tem* until the vacancy is filled by the elected officer. If the previous officer is either unavailable or unwilling to continue serving, the Board of Directors will appoint a member to serve *pro-tem* until the vacancy is filled by an elected officer.

- d. The President shall:
  - call, preside at, and prepare agendas for all general and special meetings of the organization;
  - establish committees and special task forces, and appoint members to them;
  - collaborate with the Treasurer and the Clerk in the preparation of reports and records of the organization;
  - conduct general day-to-day operation of the organization.
- e. The Vice President shall:
  - be prepared to assist the President whenever called upon;
  - assume the duties of the President in the event of his or her absence, resignation or inability to serve.
- f. The Treasurer shall:
  - prepare an annual report of the organization's financial transactions for presentation at the annual meeting;
  - receive all monies and make all disbursements, keeping a thorough account thereof, for the organization;
  - be prepared to offer for review the financial records, bank books, vouchers, et cetera of the organization, upon the request of officers, directors and auditors.
- g. The Clerk shall:
  - record and present the minutes of all general and special meetings;
  - prepare an annual report of the organization's general activities for presentation at the annual meeting;
  - conduct and prepare correspondence and perform clerical duties for the organization, under the direction of the President;
  - issue organization membership to qualifying parties;
  - be prepared to offer for review the records of the organization, upon the request of officers, directors and auditors.
- h. The complete records of outgoing officers shall be conveyed promptly to newly-elected officers.

## **ARTICLE FIVE: BOARD OF DIRECTORS**

- a. The Board of Directors shall be comprised of eight persons:
  - the four officers of Friends of Bedford Depot Park, Incorporated (President, Vice President, Treasurer and Clerk);
  - one member or designee each from the (Bedford, Massachusetts) Board of Selectmen, Historic Preservation Commission, Bicycle Advisory Committee, and Chamber of Commerce.
- b. The Board of Selectmen, Historic Preservation Commission, Minuteman Bikeway Committee and Chamber of Commerce may appoint, for a period of not more than one year at a time, a member from their respective group or a designee to serve as a Director.

- c. In the event a director (that is appointed by the Board of Selectmen, Historic Preservation Commission, Bicycle Advisory Committee or Chamber of Commerce) resigns or is otherwise unable to serve either temporarily or for the remainder of his/her term, the group that made the original appointment may appoint a substitute.
- d. The Board will meet in a place that is open to the public at least once a year, to review the activities and progress of the organization in meeting its goals, to establish initiatives and to oversee the organization's overall welfare.
- e. Action of the Board of Directors requires the affirmative vote of a majority of the members currently serving on the Board.
- f. The Board of Directors will elect a Chairman to call, preside at and prepare agendas for meetings of the Board of Directors. In the event the Chairman is absent from a meeting or is otherwise unable to serve, the Board members may elect a Chairman *pro-tem*.
- g. The Board of Directors will elect a Secretary to record and present minutes at Board meetings. In the event the Secretary is absent from a meeting or is otherwise unable to serve, the Board members may elect a Secretary *pro-tem*.
- h. Members of the Board will be informed of scheduled Board meetings by written or verbal notification, at least seven days in advance, except in cases of emergency.
- i. Meetings will be operated under the general guidelines of *Robert's Rules of Order*.
- j. A quorum must be present at a Board of Directors meeting for official business to be conducted. A quorum is the majority of the number of directors actively serving.

## **ARTICLE SIX: COMMITTEES AND TASK FORCES**

- a. The President may both establish and dissolve special committees and task forces, and appoint members to them for a term of up to one year, for the purpose of carrying out specific objectives of the organization. These groups will organize themselves accordingly and may conduct separate meetings. Committees and task forces shall make regular reports to the President.
- b. The Board of Directors may appoint one or more members of the organization who are in good standing to a Nominating and Balloting Committee within six weeks before any official elections or balloting are to take place. The purpose of this special committee is to establish a field of candidates for office and to oversee the elections and balloting process.

## **ARTICLE SEVEN: MEMBERSHIP MEETINGS**

- a. The President of Friends of Bedford Depot Park, Incorporated, will call an annual meeting of the membership each October, to be held in a public place, for the purpose of:
  - conducting elections of officers;
  - presenting to the membership an annual report of the activities and finances of the organization for the past year;
  - discussing matters pertinent to the objectives of the organization and of interest to the membership.

- b. The President may call other meetings of the membership at any time, for the purpose of disseminating information, to present a motion or discuss matters that are before the organization.
- c. All members and the Board of Directors will be informed of meetings of the general membership through written or verbal notification, at least two weeks in advance, except in cases of emergency.
- d. Meetings will be operated under the general guidelines of *Robert's Rules of Order*.
- e. Motions and elections, other than changes to the Bylaws, are adopted at membership meetings by a simple majority vote of the members and proxies present at the meeting, including any absentee ballots that are properly received and collected.
- f. Motions and nominations may come from the floor of membership meetings.

## **ARTICLE EIGHT: FINANCIAL AFFAIRS AND ASSETS**

- a. Officers may direct the disbursement of no more than \$100 in money or in property of the corporation without prior approval from the Board of Directors.
- b. Contributions to the corporation—whether monetary, tangible items or services—are accepted at the discretion and approval of officers or the Board of Directors.
- c. Assets of the corporation may be loaned, sold or invested only by the approval of officers or the Board of Directors.
- d. The financial records of the organization shall be audited annually by a qualified independent auditor that is selected by the Board of Directors.

## **ARTICLE NINE: AMENDMENT TO THE BYLAWS**

Amendment may be made to these bylaws at any meeting of the general membership, at which more than fifty-percent of the total membership is present in person and/or through proxy or absentee ballot, by an affirmative vote of at least two-thirds of the members in attendance. The proposed bylaw amendment must be presented in writing to each member of Friends of Bedford Depot Park, Incorporated, at least fourteen days prior to the meeting when the vote is taken.

## **ARTICLE TEN: INCORPORATION**

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States of America, desiring to form a non-profit, charitable corporation for civic-oriented activities, incorporated by the Commonwealth of Massachusetts, Articles of Organization, General Laws, Chapter 180, on January 20, 1995, do hereby certify that:

- a. The name of the corporation is **Friends of Bedford Depot Park, Incorporated**.

- b. The principal office of the corporation is to be located in Bedford, Middlesex County, Massachusetts.
- c. Said corporation is organized exclusively for charitable, educational and historical purposes—including, for such purposes, the making of distributions to organizations that qualify as “exempt” organizations under Section 501-C-3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d. The names and addresses of the initial officers (trustees) of the corporation, elected at an organizational meeting held on January 14, 1995, are:
  - James A. Shea, 30 Independence Road, Bedford, Massachusetts (president);
  - Arthur E. Ellis, 3 Burlington Road, Bedford, Massachusetts (vice president);
  - George F. Dalrymple, 3 Mae Road, Bedford, Massachusetts (secretary/treasurer).
- e. No part of the assets or earnings of Friends of Bedford Depot Park, Incorporated, shall be paid to members, officers or private persons as profit, dividend or salary—except that the corporation will be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the organization’s stated purpose (as described in Article Two).
- f. The organization will not sponsor any political or sectarian cause, and notwithstanding any other provision of these Articles, will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.
- g. All assets and earnings of the organization shall be utilized and invested as its officers and Board of Directors deem advisable for the benefit of the corporation and the advancement and accomplishment of its purposes.
- h. The organization may be dissolved only by majority vote of its Board of Directors.
- i. In the event of the dissolution of Friends of Bedford Depot Park, Incorporated, all of its monetary and material assets shall forthwith be conveyed to the Town of Bedford, Massachusetts, or other qualified non-profit entity, as permitted by the Internal Revenue Code.
- j. The initial assets of the organization are \$64.00, collected from these donors:
  - George F. Dalrymple (\$12.00);
  - Arthur E. Ellis (\$12.00);
  - C. Emerson Fox (\$20.00);
  - John E. Filios (\$8.00);
  - James A. Shea (\$12.00).
- k. In witness whereof, we the officers of Friends of Bedford Depot Park, Incorporated, have hereunto subscribed our names this 19th day of January, 1995:

\_\_\_\_\_ James A. Shea, President

\_\_\_\_\_ Arthur E. Ellis, Vice President

\_\_\_\_\_ George F. Dalrymple, Secretary/Treasurer  
(Clerk for the corporation)