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FENWAY GARDEN SOCIETY, INC. Constitution and Bylaws

ARTICLE I – NAME

The name of the organization shall be the Fenway Garden Society, Inc., (the “FGS”).

ARTICLE II – OBJECTIVE

Section 1. The mission of the FGS shall be to encourage the interest and cooperation of all gardeners in the Richard D. Parker Memorial Victory Gardens (the “Victory Gardens”), to represent the FGS in all dealings with third parties involving the Victory Gardens, to promote gardening techniques and principles to gardeners and the public, and to act as stewards of the parkland on which it operates.

Section 2. The FGS shall not discriminate on the basis of age, race, color, national origin, handicap or disability, religion, gender, or sexual orientation.

ARTICLE III – MEMBERSHIP

Section 1. A gardener in the Victory Gardens must be a member of the FGS (“Member,” “Members,” “Membership”). Any reference to Member(s) refers to member(s) of the FGS. The process of becoming a Member is established by the Executive Board and managed by the VP of the Park in conjunction with the Section Coordinators and Area Directors.

- a. Members must be a natural person.
- b. Members must be at least eighteen (18) years of age.

Section 2. Classes of membership: Regular, Honorary, and Associate.

- a. Regular Membership shall be open to any Boston resident who is assigned a garden in the Victory Gardens (a “Regular Member”).
 1. Regular Members must comply with the FGS Guidelines and Regulations for the Victory Gardens, (the “Guidelines and Regulations”).
 2. Failure to comply with the Guidelines and Regulations can result in the garden(s) and Membership being revoked.
- b. Honorary Membership may be granted to any person who, because of valuable or lengthy participation in the FGS, is nominated by the Executive Board and confirmed by a two-thirds vote of Members present at a General Meeting as defined below) (an “Honorary Member”).
 1. Honorary Members, regardless if they are a Boston resident, who have been assigned a garden in the Victory Gardens shall have all the rights, responsibilities, and privileges of Regular Membership, including voting privileges, and must comply with the Guidelines and Regulations.
 2. Honorary Members who fail to comply with the Guidelines and Regulations may have their gardens revoked.
 3. Honorary Members who are not Boston residents or who are not assigned a garden in the Victory Gardens shall have a voice but not vote at General Meetings.
 4. Honorary Members who are not assigned a garden in the Victory Gardens may not hold office.

- c. Associate Membership may be granted to any person who has demonstrated an interest in urban gardening and, in particular, in the Victory Gardens, on recommendation of a Regular Member or an Honorary Member with voting privileges, followed by a majority vote of Members present at a General Meeting (an “Associate Member”).
 1. Associate Members may not have a garden in the Victory Gardens.
 2. Associate Members, at the discretion of the presiding Officer, shall have a voice but not vote at General Meetings.
 3. Associate Members may not hold office.

ARTICLE IV – DUES

- Section 1.** The Executive Board shall determine the dues, assessed per garden plot, on an annual basis. Changes in the amount of dues shall be determined by a majority vote of Members with voting privileges at the last General Meeting of the year (the “Annual Meeting”). The membership shall be notified by the Executive Board of any proposed change to dues in the call to the Annual Meeting.
- Section 2.** Regular Members who fail to pay dues due to financial hardship shall not be denied a garden. However, Regular Members who are assigned multiple garden plots, may have their dues waived for no more than two (2) garden plots.
- Section 3.** Honorary Members shall be exempt from dues.
- Section 4.** Associate Members shall be exempt from dues.
- Section 5.** Dues shall not be refunded to anyone to whom a garden has been assigned.

ARTICLE V – GOVERNING BODIES

Section 1. Executive Board of Officers.

The Executive Board of Officers shall be comprised of voting members and non-voting members (the “Executive Board”). The five (5) Officers who are the voting members of the Executive Board: the President, Senior Vice President of Administration, Vice President of Communication and Development, Treasurer, and Vice President of the Park (each an “Officer”); shall perform as the board of directors of FGS. The non-voting members of the Executive Board are the Section Coordinators, one for each section of the Victory Gardens. All action by the Executive Board shall be taken by majority vote of the voting members except as otherwise expressly provided in this Constitution and Bylaws. The Officers shall consult with the non-voting members of the Executive Board on a regular basis in the Officers’ discretion. No member of the Executive Board shall serve more than three consecutive terms in the same office (a half-term or more shall be considered a term). The voting members of the Executive Board:

- a. Shall establish the official calendar of the FGS in collaboration with the Senior Vice President of Administration within 30 days after the first General Meeting of the year.
- b. Shall approve the content of all forms and mailings, whether electronic or not, prior to mailing, provided that, such approval is not required for forms and mailings not intended for the entire Membership.
- c. Shall approve the disbursements of all funds of the FGS as follows:
 - Up to the amount of the annual budget approved by the Executive Board and the General Membership
 - Non-budgeted items and items in excess of budgeted amounts up to and including \$200.00 provided two Officers have so approved and the aggregate of all non-budgeted items plus budget overruns does not exceed fifteen percent (15%) of the approved annual budget.
 - Non-budgeted items and items in excess of budgeted amounts over \$200.00 provided a majority of the Officers have so approved and the aggregate of all non-budgeted items plus budget overruns does not exceed fifteen percent (15%) of the approved annual budget.
- d. Shall propose any amendments to the Constitution and Bylaws and forward them to the Members in the call to a General Meeting.
- e. The Vice President of the Park and two other Officers may revoke the Membership and/ or gardens(s) of Members: (i) whose gardens that do not comply with the Guidelines and Regulations; or (ii) whose behavior has violated the Guidelines and Regulations; or (iii) who have misappropriated FGS assets.

- f. Shall revoke the Membership and garden(s) of Regular Members who are not residents of the City of Boston.
- g. May fill a vacancy in an elective office, excepting that of President.
- h. Shall appoint the positions of Appointive Offices at its discretion. The Officer responsible for the appointment of a particular Appointed Office is responsible for ensuring the continuity of that office
- i. Each Officer shall have the responsibility of retaining, destroying, or maintaining the records affiliated with their respective position within the guidelines of the FGS Document Retention Policy
- j. Shall approve any changes in the Guidelines and Regulations and submit them to the Parks and Recreation Department of the City of Boston for approval.
- k. Shall approve the appointments of the Section Coordinators by the V.P. of the Park.
- l. May appoint ad hoc committees.

Section 2. No Compensation

Officers shall not receive any compensation for their services as members of the Executive Board. Reimbursement of Officers for expenses they incurred on behalf of FGS shall not be considered compensation.

Section 3. Action by Written Consent by Executive Board

Any action required or permitted to be taken at a meeting of the Officers may be taken without a meeting if all members of the Executive Board then in office consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Executive Board. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 4. Board of Area Directors.

- a. Shall consist of an unspecified number of gardeners.
- b. Shall be elected by a majority of the Members present and permitted to vote at a General Meeting.
- c. Each Area Director may serve an unlimited number of terms.

ARTICLE VI – ELECTIVE OFFICES

Section 1. President

- a. Shall preside at the General Meetings and at the Executive Board meetings.
- b. Shall be an ex officio member of all committees of the FGS except the Nominating Committee.
- c. Shall serve, with the V.P. of the Park, as the FGS co-liaison with the Parks and Recreation Department of the City of Boston.
- d. Shall promote participation in community groups, impacting the Victory Gardens.
- e. Shall act as liaison with organized special projects of Members and outside entities.
- f. Shall submit to the Membership an annual report of the goals and achievements of the FGS.
- g. Shall appoint the Chairperson of each Standing Committee, except for the Nominating Committee, the Fundraising Committee, and the Tree Committee.
- h. Shall appoint the Membership Officer and the Mail Officer.
- i. May appoint assistants to support the President in performing any functions of the office of the President.

Section 2. Senior Vice President of Administration

- a. In the absence of the President, shall perform all duties of the President.
- b. In the event of a vacancy in the office of President, shall become President and hold that office until the next General Meeting.
- c. Shall serve as Clerk of the FGS.
- d. Shall take minutes at Executive Board meetings and at the General Meeting.
- e. Shall establish the official calendar of the FGS in collaboration with the Executive Board within 30 days after the first General Meeting of the year and shall submit the approved calendar to the V.P. of Communication and Development for inclusion in the next newsletter
- f. Shall serve as liaison with the Boston Police Department, the Park Rangers, and the gardeners on security issues.
- g. Shall appoint the Archivist and the Security Representatives.

- h. Shall be responsible for any administrative filings with the Secretary of the Commonwealth
- i. May appoint assistants to perform any functions appropriate to the office of Senior Vice President of Administration.

Section 3. Vice President of Communication and Development

- a. Shall at least once a year publish and distribute the FGS newsletter to all Members and to other interested parties.
- b. Shall distribute necessary information via email to all Members throughout the year.
- c. Shall include in each newsletter the names of the members of the Executive Board.
- d. Shall have responsibility for the social media presence of FGS.
- e. Shall coordinate any recreational, educational, and awards activities sponsored by the FGS.
- f. Shall appoint the Public Relations Officer.
- g. Shall appoint the Chairperson of the Fundraising Committee.
- h. Shall be responsible for all fundraising operations.
- i. Shall, in conjunction with the Membership Officer, maintain an up-to-date mailing list of the Members, Honorary Members and Associate Members of FGS.
- j. May appoint assistants to perform any functions appropriate to the office of Vice President of Communication and Development.

Section 4. Treasurer

- a. Shall serve as chief fiscal officer of the FGS.
- b. Shall serve as one of three members of the standing Endowment Committee and shall not serve on any other Standing Committee.
- c. Shall collect all moneys belonging to or due to the FGS.
- d. Shall disburse all funds of the FGS as follows:
 - Up to the amount of the annual budget approved by the Executive Board and the General Membership
 - Non-budgeted items and items in excess of budgeted amounts up to and including \$200.00 provided two Officers have so approved and the aggregate of all non-budgeted items plus budget overruns does not exceed fifteen percent (15%) of the approved annual budget.
 - Non-budgeted items and items in excess of budgeted amounts over \$200.00 provided a majority of the Officers have so approved and the aggregate of all non-budgeted items plus budget overruns does not exceed fifteen percent (15%) of the approved annual budget..
- e. Shall prepare a financial report to be approved at each Executive Board meeting and at each General Meeting.
- f. Shall prepare a proposed annual budget to be approved at the first General Meeting of the year.
- g. Shall be responsible for any tax filings with state and federal agencies.
- h. Shall deliver to the Chairperson of the Auditing Committee as soon as possible after the end of the calendar year all fiscal transactions for that year.
- i. May appoint assistants to perform any functions appropriate to the office of Treasurer.

Section 5. Vice President of the Park

- a. Shall serve, with the President, as the FGS co-liaison with the Parks and Recreation Department of the City of Boston.
- b. Shall serve as Chairperson of the Board of Area Directors.
- c. Shall be responsible for the general appearance of the Victory Gardens, including the individual gardens and the public areas.
- d. Shall inventory and maintain the material FGS garden equipment.
- e. Shall, in conjunction with the Section Coordinators and Area Directors, coordinate and manage the assignment of gardens to new Members and the reassignment of gardens to Members who are changing gardens.
- f. Shall sign Membership and garden revocation notices.
- g. Shall appoint the Pipes Officer.
- h. Shall appoint a Section Coordinator for each section of the Victory Gardens from among the Area Directors, to be approved by the Executive Board.
- i. May appoint assistants to perform any functions appropriate to the office of Vice President of the Park.

Section 6. Board of Area Directors

Each Area Director shall function within an assigned *area* as follows:

- a. Act as an area manager and representative of the gardeners.
- b. May, in conjunction with the Section Coordinators and VP of the Park, assist in the assignment of gardens to new Members and the reassignment of gardens to Members who are changing gardens.
- c. Oversee the maintenance of the gardens and the adjacent paths and public areas.
- d. Assure that the gardeners comply with the Guidelines and Regulations.
- e. Notify the Section Coordinator of any garden that does not comply with the Guidelines and Regulations and of any other area-related problems.
- f. Make recommendations on changes in the Guidelines and Regulations.

ARTICLE VII – APPOINTIVE OFFICES.

Each Appointed Officer shall be appointed by the appropriate Executive Board member, as provided in Article VI, for a term determined in the discretion of the Executive Board. Each Appointed Officer shall have the responsibility of retaining, destroying, or maintaining the records affiliated with their respective position.

Section 1. Archivist

- a. Shall maintain and preserve the records and news items concerning the FGS in the archives.

Section 2. Mail Officer

- a. Shall pick up the FGS mail at the post office; the schedule is to be determined by the Executive Board.
- b. Shall deliver the mail to the appropriate Officer.

Section 3. Membership Officer

- a. Shall maintain an up-to-date membership list composed of name, address, email address, telephone number, plot number(s), and amount of dues paid.
- b. Shall maintain up-to-date plot assignment maps in coordination with the Section Coordinators.
- c. Shall make the above-mentioned items available to the elective and appointive Officers as requested by the Executive Board.
- d. Shall be responsible for the mailing and receiving of applications for renewal and new Membership.
- e. Shall establish the quorum at each General Meeting.
- f. May appoint assistants to perform any functions appropriate to the office.

Section 4. Pipes Officer

- a. Shall coordinate, with the Area Directors, the maintenance and protection of the water pipes system in the Victory Gardens.
- b. Shall map the turn-off valves for distribution to the V.P. of the Park and the Area Directors.
- c. Shall appoint a backup assistant to perform any functions appropriate to the office.

Section 5. Public Relations Officer

- a. Shall receive and respond to requests about the history, goals, and activities of the FGS
- b. Shall promote the history, goals, and activities of the FGS to local and national media, community groups, and interested agencies.
- c. Shall arrange for tours of the Victory Gardens and interviews pertaining to FGS.
- d. Shall maintain up-to-date records on the above-mentioned items.
- e. May appoint assistants to perform any functions appropriate to the office.

Section 6. Security Representatives

- a. Shall attend community meetings that pertain to security in the Victory Gardens.
- b. Shall assist the gardeners in reporting vandalism and theft.
- c. Shall work with the Boston Police Department and the gardeners to resolve issues of public safety in the Victory Gardens (including the common park areas and the individual gardens).

Section 7. Section Coordinators

Each Section Coordinator shall be a member of the Executive Board and shall function within an assigned section as follows:

- a. Shall, in conjunction with the V.P. of the Park and Area Directors, coordinate the assignment of gardens to new Members and the reassignment of gardens to Members who are changing gardens.
- b. Oversee the general appearance of the section.
- c. Assist the Area Directors in assuring that the gardeners comply with the Guidelines and Regulations.
- d. Meet with the V.P. of the Park and the Area Directors to coordinate activities and discuss section problems.
- e. Prepare and maintain the up-to-date section map in coordination with the Membership Officer.

ARTICLE VIII – EXPIRATION OF TERMS, VACANCIES, AND REMOVALS

Section 1. Expiration of Terms

- a. Officers shall deliver to the newly elected President any FGS property and records in their possession pertaining to the respective office within one month of the Annual Meeting.
- b. Officers who resign before the term expires shall deliver to the incumbent President any FGS property and records in their possession within one week after leaving office.
- c. Failure of officers to comply with the above-mentioned provisions can result in the garden(s) and membership being revoked.

Section 2. Vacancies

- a. A vacancy in an elective office, either by resignation or removal, excepting that of President, may be filled by a majority vote of the Executive Board until an election is held at the next General Meeting.

Section 3. Removals

- a. Any Elective Officer who does not perform the duties of the office as determined by the Executive Board may be removed from office by a majority vote of the Executive Board.
- b. Any Appointive Officer who does not perform the duties of the office may be removed by the appointing officer.

ARTICLE IX – MEETINGS AND QUORUMS

Section 1. Annual Meeting

Chairperson: President

- a. The last General Meeting of the year.
- b. Any proposed changes in dues for the next calendar year shall be voted on and determined by a majority vote of the Members with voting privileges.
- c. The officers of the Executive Board and the Board of Area Directors shall be elected by a majority vote of the Members with voting privileges.
- d. The rules for quorum are the same as a General Meeting.

Section 2. General Meetings

Chairperson: President

- a. The hour, date, and place of the General Meeting shall be designated by the Executive Board.
- b. Notices shall be sent to members at least ten days before the date of the meeting.
- c. Twenty-five Members with voting privileges are needed for a vote to take place.
- d. Twenty-five Members, including three Executive Board officers, shall constitute a quorum.

Section 3. Executive Board Meetings

Chairperson: President

- a. Shall be convened by the President or by three Executive Board officers.
- b. Shall be held at least two weeks prior to any General Meeting.
- c. A majority vote of the voting Executive Board members in attendance is needed.
- d. Three voting members of the Executive Board shall constitute a quorum.

Section 4. Actions Requiring Member Vote.

The following actions require a majority vote of Members with voting privileges who are present at each meeting:

- a. Election of the Executive Board.
- b. Dissolution of the FGS.
- c. Merger of the FGS with another entity or disposition of a substantial portion of the FGS assets.

Section 5. Electronic Voting

Any action requiring a vote by the Members and/or the Executive Board may be made either by US Mail or at the option of the Member or Director, by email or other electronic communication established and authorized by the Executive Board for such purposes, provided that FGS has notified the Member or Director (by US Mail or email, in accordance with Article IX, Section 8) of the email address or other means so established for this purpose.

Section 6. Meeting by Telephone or Videoconferencing

Both General Meetings and Executive Board Meetings may be held by means of a conference telephone, videoconference, or other communication technology by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 7. Action by Written Consent

Any action required or permitted to be taken at a General Meeting may be taken without a meeting if a majority of Members with voting privileges consent thereto in writing, or by electronic transmissions and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Executive Board. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 8. Notices

- a. Form of Notice. Whenever, under the provisions of law, or this Constitution and Bylaws, notice is required to be given to any Officer or Member, such notice may be given by mail, addressed to such Officer or Member, at his/her address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given three business days after the same shall be deposited in the United States mail (unless otherwise expressly provided herein). Unless written notice by mail is required by law, written notice may also be given by telecopy, commercial delivery service, telex or electronic communications, addressed to such Officer or Member at his/her address as it appears on the records of the corporation, in which case such notice shall be deemed to be given when delivered into the control of the persons charged with effecting such transmission, the transmission charge to be paid by the corporation or the person sending such notice and not by the addressee. Notice may also be given to any Member and to any Executive Committee member by any form of electronic transmission and will be deemed given at the time provided therein. Oral notice or other in- hand delivery (in person or by telephone) shall be deemed given at the time it is actually given.
- b. Waiver of Notice. Whenever notice is required to be given under the provisions of law, this Constitution and Bylaws, a written waiver thereof, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Members, Executive Committee or members of a need be specified in any written waiver of notice.

ARTICLE X – STANDING COMMITTEES. Standing Committee members may sit on a total of two Standing Committees each.

Section 1. Nominating Committee

- a. Shall be comprised of three Regular or Honorary Members: the Chairperson, elected by the Executive Board, and two Members, also elected by the Executive Board, each to serve until his or her successor is duly elected; Officers of the Executive Board may not serve.

- b. Shall have obtained a verbal consent to serve from all nominees.
- c. Shall prepare a slate of nominees for the elective offices, to be presented at the Annual Meeting.
- d. Shall submit the slate of nominees for publication in the official call to the Annual Meeting.
- e. May accept the resignation of a member of the Nominating Committee who is suggested as a candidate for the Executive Board.
- f. Shall prepare the ballots and tally sheets for use at the Annual Meeting.
- g. Shall accept nominations from the floor of members who have consented to serve.

Section 2. Guidelines and Regulations Committee

- a. Shall comprise three Regular or Honorary Members: the Chairperson, appointed by the President, and two Members appointed by the Chairperson; each may serve an unlimited length of time; officers of the Executive Board may not serve.
- b. Shall review the current Guidelines and Regulations once each year.
- c. Shall consider changes in the Guidelines and Regulations proposed by any member of the FGS.
- d. Shall submit to the Executive Board any proposed changes in the Guidelines and Regulations.
- e. Shall amend the current Guidelines and Regulations to include any changes approved by the Executive Board and the Parks and Recreation Department of the City of Boston.

Section 3. Constitution and Bylaws Committee

- a. Shall comprise three Regular and Honorary Members: the Chairperson, appointed by the President, and two Members appointed by the Chairperson; each may serve an unlimited length of time; officers of the Executive Board may not serve.
- b. Shall review the current Constitution and Bylaws once each year.
- c. Shall consider amendments to the Constitution and Bylaws proposed by any member of the FGS.
- d. Shall submit proposed amendments to the Constitution and Bylaws to the Executive Board for consideration.
- e. Shall maintain the current, correct version of the Constitution and Bylaws.

Section 4. Auditing Committee

- a. Shall comprise three Regular or Honorary Members: the Chairperson, appointed by the President, and two Members appointed by the Chairperson; each may serve an unlimited length of time; officers of the Executive Board may not serve.
- b. Shall receive, from the Treasurer, all financial records from the previous term.
- c. Shall prepare an audited report for presentation at the next General Meeting.

Section 5. Endowment Committee

- a. Shall comprise a minimum of three Regular Members: A chairperson, appointed by the President; one Member appointed by the Chairperson; and the Treasurer.
 - i. Each non-Executive Board member may serve an unlimited length of time.
 - ii. Members, except the Treasurer, may serve on one other Standing Committee.
 - iii. Executive Board Officers, except the Treasurer, may not serve.
 - iv. The Treasurer's Committee position will transfer to the incoming Treasurer upon previous Treasurer vacating their position.
- b. Shall have full responsibility for monitoring and maintenance of Endowment Funds on hand, including preparing the Fenway Garden Society Endowment Plan, making investment decisions, and approving disbursements under the written guidelines. Endowment disbursements are subject to membership approval.
- c. Shall report on the Endowment Plan and related investment updates to the Executive Board each quarter.
- d. Shall submit a report on the Endowment Plan and related investment updates at each General Meeting as part of the Treasurer's Report.
- e. Endowment Funds are defined as follows:
 - i. Funds received apart from annual membership dues and/or general Member donations.
 - ii. Funds received as bequests, large sum contributions, or specified by donor to be used for a particular purpose.
- f. Funds are to be kept in separate account from general FGS Operating Budget.
- g. Shall not allow Endowment principal to be used without a majority vote of membership.
- h. Disbursements from Endowment principal may be made for large capital improvements to the Gardens or for unseen, major emergencies, should general operating reserves not be adequate.

- i. Shall receive from the Treasurer, current accounting and financial records pertinent to Endowment donations and existing accounts.
- j. Endowment Committee members shall assist Treasurer to solicit large public donors for endowment contributions, working in close coordination with the FGS Executive Board.

Section 6. Fundraising Committee

- a. Shall be comprised of three Regular Members: A chairperson appointed by the Vice President of Communication and Development and two Members appointed by the chairperson, and the VP of Communication and Development, each to serve until his or her successor is duly appointed.
- b. Shall be responsible for managing and implementing fundraising activities, if any, for FGS.
- c. All fundraising activities must first be approved by the Executive Board.

ARTICLE XI – ELECTIONS

Section 1. The officers of the Executive Board and the members of the Board of Area Directors shall be elected by a majority vote of those Members with voting privileges present at the Annual Meeting.

Section 2. The terms of all members elected to the Executive Board and the Board of Area Directors shall commence at the adjournment of the Annual Meeting at which they were elected.

ARTICLE XII – AMENDMENTS

Section 1. The Constitution and Bylaws may be amended by a majority vote of Members with voting privileges at a General Meeting provided that a copy of the proposed amendments has been included with the call to the meeting.

Section 2. The Constitution and Bylaws may be amended without previous notice by a two-thirds vote of Members with voting privileges at a General Meeting.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall govern the FGS in all cases to which the rules apply and in which they do not contradict the Constitution and Bylaws.

ARTICLE XIV – CONFLICT OF INTEREST POLICY; VOTING BY INTERESTED OFFICERS

Section 1. The Executive Board shall adopt a Conflict of Interest Policy covering transactions and arrangements between the FGS and its "Covered Persons" as shall be specified in the Policy.

Section 2. Consistent with such Conflict of Interest Policy and notwithstanding any other provision of this Article, an Officer who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the FGS contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Officers acting upon or in reference to such contract or transaction. No Officer so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested Officers shall be required before the FGS may enter into such contract or transaction. In case the FGS enters into a contract or transacts business with any firm, corporation or association of which one or more of its Officers is a member, stockholder, trustee, director, officer or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such Officer or Officers have or may have interests therein that are or might be adverse to the interests of the FGS. No Officer or Officers having disclosed such adverse interest in accordance with the Conflict of Interest Policy shall be liable to the FGS or to any creditor of the FGS or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Officer or Officers be accountable for any gains or profits to be realized thereon.

ARTICLE XV – RECORD MANAGEMENT

The VP of Administration, Treasurer, and Archivist shall develop a record management policy covering the maintenance, preservation, and destruction of FGS records, to be adopted by the Executive Board.

ARTICLE XVI – MISCELLANEOUS PROVISIONS

- Section 1. Contractual Authority.** The Executive Board may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by this Constitution and By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.
- Section 2. Location.** The location of all meetings of the FGS shall take place within the Commonwealth of Massachusetts.
- Section 3. Fiscal Year.** Except as from time to time otherwise determined by the Executive Board, the fiscal year of the FGS shall end on the last day of December in each year.

ARTICLE XVII – PERSONAL LIABILITY

The Members, Executive Board members, and Officers of the FGS shall not be personally liable for any debt, liability or obligation of the FGS. All persons, corporations or other entities extending credit to, or contracting with, or having any claim against, the FGS, may look only to the funds and property of the FGS for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the FGS.

ARTICLE XVIII – INDEMNIFICATION

To the extent legally permissible, including to the extent that the status of the FGS as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) is not affected thereby, the FGS shall indemnify each person who may serve or who has served at any time as an Executive Committee member, Officer, Appointive Officer or committee member of the FGS, or who at the request of the FGS may serve or at any time has served as a director, officer or trustee of, or in a similar capacity with, another organization, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her serving or having served in such capacity (other than (i) a proceeding voluntarily initiated by such person unless he or she is successful on the merits, (ii) a proceeding authorized by at least a majority of the full Executive Board, or (iii) a proceeding that seeks a declaratory judgment regarding his or her own conduct); provided, that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action or omission was in the best interests of the FGS. Such indemnification may, to the extent authorized by the FGS, include payment by the FGS of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization, including an employee benefit plan, shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the FGS if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she has a fiduciary duty.

The payment of any indemnification shall be conclusively deemed authorized by the FGS under this Article, if:

- (a) the payment has been approved or ratified (i) by at least a majority vote of a quorum of the disinterested Officers or (ii) by at least a majority vote of a committee of two or more disinterested Officers who are selected for this purpose by the full Executive Board (in which selection interested Directors who are parties may participate); or
- (b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the FGS) appointed for the purpose by vote of the Officers or in the manner specified in clauses (i) or (ii) of subparagraph (a); or
- (c) the Officers have otherwise acted in accordance with the standard of conduct applied under Chapter 180 of the Massachusetts General Laws.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a person entitled to indemnification hereunder. As used in this Article, an “interested” person is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which such person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which FGS employees or agents other than persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

No indemnification, reimbursement or other payment may be made under this Article with respect to penalties imposed under Section 4958 of the Code to the extent such indemnification, reimbursement or other payment would cause the total compensation of a person to exceed "reasonable compensation," as defined in the Treasury Regulations to the Code and as determined by the Executive Board. To the extent that any such payment is made, the amount of such payment may be reduced by any amount determined to exceed reasonable compensation. Any such reduction shall be determined by the Executive Board. Further, if at any time the FGS is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or Section 4945(d), respectively, of the Code.

ARTICLE XIX – DISSOLUTION OF THE FENWAY GARDEN SOCIETY

In the event of the dissolution of the FGS, any assets shall be liquidated, all debts against the FGS shall be paid, and all remaining assets shall be given to the Parks and Recreation Department of the City of Boston for the express purpose of maintaining the Richard D. Parker Memorial Victory Gardens as approved by the current membership of the FGS.