

FENWAY GARDEN SOCIETY

GENERAL MEMBERSHIP SPRING MEETING MINUTES

April 9, 2022

Zoom Video

Call to Order: 10:02am

Attendance:

Pamela Jorgensen, *President*

Meredith Babine, *Treasurer*

Billy Bain, *VP of Communication & Development*

Chelsea Arnold, *VP of the Park*

Amy Johnson, *SVP of Administration*

Facilitators: Kevin Cranston and David Patel

Parliamentarian: Kevin Cranston

Committee Chairs:

Constitution & Bylaws Committee: Chuck Ferrara

Audit Committee: Ben Tuttle

Endowment Committee: Phillip Bibb

Voting Members of the Executive Board

- President: Pamela Jorgensen
- SVP of Administration: Amy Johnson
- VP of Communication & Development: Billy Bain
- Treasurer: Meredith Babine
- VP of the Park: Chelsea Arnold

Non-voting Members of the Executive Board

No 2022 Section Coordinators had been appointed at the time of this meeting.

General Membership: 111 Members

Introductory Remarks – Pam Jorgensen, *President*

Executive Board Introductions:

Pamela Jorgensen, *President*

Meredith Babine, *Treasurer*

Billy Bain, *VP of Communication & Development*

Chelsea Arnold, *VP of the Park*

Amy Johnson, *SVP of Administration*

Review of Robert's Rules of Order

- We will be following Robert's Rules of Order.
- Kevin Cranston is serving as Parliamentarian.

Winter 2021 General Meeting Minutes Approval

- Distributed by email. A proposed amendment was submitted by Kristin Mobilia and included below:
 - *2021 Email Communications:*
 - *45 membership emails sent; 50-60% open rate for members and 40-50% rate for co-gardeners*
 - *2 waitlist confirmation emails with survey sent to 2019, 2020, & 2021 new applicants*
 - *1 membership confirmation email sent with populated individual gardener info*
 - *1 membership volunteer survey email (150 responses)*
 - *2021 Social Media*
 - *Facebook: removed pre-approval setting for posts, increased event postings, overall increase in member engagement*
 - *Instagram Team: lead initially by Firas Yousif and now Billy Bain*
 - *Other 2021 key contributors have been Chas Hannum and Michelle Parkos*
 - *A big welcome to Amy Johnson and Laura Poulin*
 - *2021 Website Updates - www.fenwayvictorygardens.org*
 - *Membership Application is back again*
 - *Bulk order portal now operational*
 - *Leadership page updates*
 - *Event updates are via Google Calendar*
 - *Constitution and Bylaws changed*
 - *Map of gardens updated*
 - *Invasives flier and Newsletter added*
 - *FAQs and useful links*
 - *2021 Printing and Mailing*
 - *Membership Renewals - available online again as of 3/1 (150 members participated); printed and mailed on 3/15 with pre-populated member info*
 - *Invasives Flyer - March email and printing*
 - *Spring Meeting Postcard - April printing and mailing*
 - *Open Gardens Program - July email and printing*
 - *FensFest Postcard - August printing and mailing*
 - *Summer Newsletter - September printing and mailing*
 - *Map of Gardens - September email, printing, laminating, and posting on bulletin board*
 - *Call with Winter Meeting - November email, printing, and mailing*
 - *Thanks to Michelle Parkos, Billy Bain, and Victoria Puyat for graphic design efforts!*
 - *Projects Still in Process*

- *FGS Thank You Cards*
 - *Gardeners of the Fenway Project (photos and interesting stories similar to the Humans of New York series) - to further strengthen our community, creating additional understanding and celebrating our uniqueness and commonalities!*
- Motion from the Floor to Approve the Submitted Amendments:
 - 43 of the 57 attendees participated in voting, and 43/43 approved the amendments
- Motion from the Floor to Approve the Minutes as Amended:
 - 47 of 57 participated, 98% (46/47) Yes, 2% (1/47) Abstain
- Winter 2021 meeting minutes were approved as amended by membership

President's Report – Pamela Jorgensen

- **President's Report Part 1: The Victory Gardens:**
 - Routine Business as usual for the Board - currently we are doing this reasonably well
 - Bulk Order - delivery planned for 4/30
 - Garden Renewals - happening now -send it in if you haven't already
 - New Garden Assignments
 - Donation Program (growing vegetables for donation)
 - Communications with Members
 - Hold Events - open gardens, opening our Door, ENC Olmstead Now
 - Pay bills/manage finances
 - Volunteers (groups and individuals) come and work in the gardens
 - 2022 Non-Routine Business in the Gardens - what is special or unusual about this year
 - Muddy River Restoration Project - put gravel in Row U (emergency exit row) in December
 - Removal of Willow in Row T that was downed by a storm
 - Prepping the Entrance garden (consisting of removal of invasive barberry bushes and stump grinding) was done so that we will be ready if funding for this project comes through
 - We are working with Northeastern University Student Chapter of Society of Civil Engineers on making Accessible Garden wheelchair accessible - have several volunteers working on this until the summer
 - Revisions to Guidelines and Regulations were; approved by BPRD Commissioner 3/24/2022. Significant changes were:
 - Language regarding cold frames (see notes from 2016 General Meeting, approved by December 2016 Annual Meeting)
 - 5 ft fence and gate height limit (increased from 4 feet)
 - Permission for Security lights
 - Restricted use of non-organic herbicides
 - No composting of fecal matter within the gardens
 - Ability to grant a limited number of 2nd gardens for extraordinary service

to the gardens outside of the waitlist process and with approval of BPRD Commissioner. This process was made completely transparent with a limit of 4 gardens a year and only for individuals who have done extraordinary work for the Gardens. Once granted, this is taken to the BPRD Commissioner for approval of those gardeners.

- Pollinator Garden - received approx. \$25,000 grant in 2018, spent \$5,000 of it in 2021
 - Fence - finished in March (thank you Owen and David)
 - Removed privet hedge - volunteer group accomplished this
 - PLANT - first stage will be at CPD on 4/30
 - Bees scheduled to arrive 4/18
 - Remaining structural tasks to accomplish
 - Gates: design, build, and install
 - Finish demising fences (with apiary and pathway to donation beds)
 - Would like to hold a grand opening for Pollinator Garden once it is completed
- The Fenway Victory Gardens Major Events in 2022
 - Our 80th Birthday
 - Opening of the Pollinator Garden
 - Fensfest
 - To be determined if these will be separate events or combined into one or multiple events - need volunteers to make any/all of this happen!
- Most Challenging Problem in the Gardens: Trash Management
 - The problem is largely of our own making
 - Need to educate old and new gardeners on the rules of trash and compost (what can go in compost, what can go in trash bins, what cannot be disposed of in the Gardens and must be disposed by the individual gardener's own means)
 - CRIT (Compost, Recycle, Invasives, and Trash) Committee - need volunteers for this committee and more importantly will need volunteers to help implement the recommendations of this committee
- **President's Report Part 2: Call for Volunteers**
 - A 5-Member Board cannot do it all! We need volunteers and...
 - Committees - particularly Events and Nominating Committees
 - We need volunteers to work in the Gardens during and outside of the CPDs
 - CRIT Committee work and execution of plan
 - Events - 80th Birthday Party, Pollinator Garden Grand Opening, etc needs volunteers in order to make these events happen!
- **President's Report Part 3: The Fenway Garden Society, Inc. (The Corporation)**
 - These are the 2022 Goals for the Board Related to Managing the FGS Corporation:
 - Adopt a Non-Retaliation or Whistle Blower Policy - so that we can be compliant

with the IRS requirement

- Adopt a Document Retention Policy
- Rights and Responsibilities of Members/Members' Handbook - the board has approved the Handbook so just need to distribute to old and new members
- Finish the Board Handbook - very little documentation is available for the Board and the more administrative rules, guidelines, and operational guidance. Making a Board Handbook will be a living document and will provide the basic information that the Board needs to function which will make transitions much smoother.
- Be compliant with our own Constitution and Bylaws - goes without saying but is always an ongoing goal

● **President's Report Subsection: Constitution and Bylaws Revisions Vote**

○ Constitution and Bylaws Committee and Board History:

- February 2021 - FGS obtained pro bono legal counsel for any legal work we may need
- Summer 2021 - Bylaws Committee began serious work sorting through documents and emails of what needed to be addressed
- November 2021 - The Board agreed to bring a portion of the recommended changes (most changes except the sub-section on the Nominating Committee) from the Bylaws Committee to the Membership for a vote
- December 2021 - These changes were approved by Membership
- 2022: Finalized the remaining recommended changes which were reviewed by legal counsel
- Today: Present to the Membership for a vote

○ The Process for Voting on Proposed Revisions to the Constitution and Bylaws:

1. A red line copy with the proposed changes was made available on the website with links to it (QR code and URL), as well as distributed in emails and the newsletter
2. Source of Changes:
 - a. Proposed by lawyers to tidy up legal language and add a few things that they think are necessary.
 - b. Proposed by Members / Bylaws Committee / Executive Board
3. Voting process was described: vote will be in segments - 9 separate votes (as described on website, due to time constraints only the first 6 votes were voted on, with votes 7-9 tabled for the next meeting)
4. Voting Procedure:
 - a. Zoom Polling
 - b. Anonymous (except for Zoom host who theoretically could look back in the Zoom record and see votes, but will be unable to see in real time)
 - c. If you are using the internet, click to answer each poll as "Yes", "No", or "Abstain"
 - d. If you are on a phone, can text David with your vote
 - e. If you are sharing a device with another FGS Member send a message to Amy in the chat with your separate votes
 - f. Every vote needs motion to approve, second to the motion, a discussion,

a chance for members to propose an amendment that would need a motion to approve and add, then the final poll

- The 9 Votes That Were Presented (see red line copy for full tracked changes version, below is a descriptive summary of those changes):
 - Vote 1: Vote 1 Results: 54/63 participants, 98% voted yes, 2% abstained.
 - Minor changes to the following.
 - Article I (Name) - removed “hereinafter referred to as” and instead provided just the abbreviation: “Fenway Garden Society, Inc. (the “FGS”)
 - Article II (Objective) - instead of referencing “gardens” this was changed to “Victory Gardens”
 - Article III (Membership) - added the line “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.” As well as used the “FGS” abbreviation noted above and minor syntax/grammatical changes
 - Article IV (Dues) - removed “hereinafter referred to as” and just used the reference the “Annual Meeting” to refer to the last General Meeting of the year.
 - Vote 2: Vote 2 Results: 50/65 participants answers; 86% Yes, 6% No
 - Changes to Article V, Section 1 and Article VI, Section 4
 1. Cap Aggregate of Budget Overruns
 2. Explicitly state that the 5 elected officers are the corporation’s Board of Directors (unique to FGS we have area directors which are NOT part of the corporation’s Board of Directors)
 - a. Discussion: Every voting board member will need to be designated as an officer as a result of some of the wording changes. The use of the word “officers” is used throughout the document, rather than Board of Directors, so the wording was changed in this section to match.
 3. Language about revocation of gardens of Regular Member who do not live in Boston
 4. Language allowing revocation of gardens and Membership for Member’s behavior as well as garden condition
 - a. Discussion:
 - i. How will this be evaluated/enforced? Answer: we have explicit guidelines in the Member and Board Handbook on what behaviors would warrant revocation, the process of revocation, and the process for appealing the decision for revocation.
 - ii. How will gardeners who repeatedly smoke in their gardens be handled? Is this behavior ok? Answer: No this is not ok, smoking is forbidden in all Boston Public Parks. If you notice this, report it to the Board who will go to the member in question to give a warning, a second warning will initiate revocation of garden.
 - iii. Are drones allowed? Answer: We do not know if drones

are allowed, most of the gardens are in the “no fly zone” for Fenway Park so for the most part they should not be allowed.

iv. What are the car parking limitations? Answer: In the member guidelines it specifies that the parking limit is 20 minutes.

5. Language about revocation of garden and Membership for misappropriation of FGS assets
- Vote 3: Vote 3 Results: 96% Yes, 2% No, 2% Abstain
 - Addition of Article V, Sections 2 and 3
 - Adds language prohibiting compensation of officers
 - Adds language to allow action by written consent by the board.
 - Vote 4: Vote 4 Results: Vote Passed
 - Changes to Article IV, old section 2, new Section 4
 - Language about Area Directors - each area director may serve an unlimited number of terms
 - Vote 5: Vote 5 Results as Amended (after removing Article X Section 7 per the amendment vote below): Passed by 86%
 - Changes to Article VI, Sections 1, 2, 3, 5, and 6 (duties of Officers except Treasurer); and Article X, Sections 6 and 7 (create two additional Standing Committees)
 - Duties of each Officer except Treasurer (which was included in Vote 2)
 - Fund Raising : move responsibility to VP of Communications and Development
 - Create Fundraising Committee, chair of which is appointed by VP of Communications and Development
 - Create Tree Committee, chair of which is appointed by VP of Park
 - Discussion:
 - Strong objections were raised to making the Tree Committee a Standing Committee. A motion was made and seconded to remove this proposed change. The motion passed with a $\frac{2}{3}$ vote.
 - Vote 6: Vote 6 Results: Passed.
 - Changes to Article VII (Appointed Officers)
 - Do the guidelines and regulations support the portion on “changing gardens”, as I thought gardens could not be changed? Answer: It is mentioned in the Members Handbook but if you talk to long term gardens many have changed gardens, so it’s not encouraged but it is allowed for very good reasons. This change was made to move the responsibilities and discussions about this into the Section Coordinators purview.
 - Vote 7-9 were tabled until the next General Meeting due to time constraints.

Senior VP of Administration Report – Amy Johnson

PRIMARY RESPONSIBILITIES

- Documentation of all board meetings for the FGS Minutes Book, which is then deposited into the Massachusetts Historical Society
- Oversee the Security and General Maintenance Committee; Appointment Security Representatives

Security Representatives

Appointed 10 Security Representatives for the 2022 season.

2022 Key Goals

- Security and General Maintenance Committee
 - Assemble a “Rapid Response Team” for reported break-ins, including a tool box specifically for the use of repairs
 - Document statistics on reported incidents, gathering data on where these incidents are centralized
 - Encourage gardeners to report all incidents to security@fenwayvictorygardens.org

VP of Communications & Development Report – Billy Bain

PRIMARY RESPONSIBILITIES

- Communicates between the board, organization, and membership

2022 Season Plans!

- COMMUNICATE to the entire Membership
- INVOLVE the entire Membership
 - Connect and reach everybody
 - Using translators, accessibility
- Continue to grow the COMMUNITY
- Make your VOICE heard

A Social Media team was assembled.

Treasurer’s Report – Meredith Babine

2022 Key Accomplishments

- 2021 Audit Completed
- Change of bank: to Eastern Bank
- PayPal and Zelle created for:
 - Membership Renewals
 - Bulk Order
 - Donations
- 2021 'Audit'
- 2021 Taxes
- USPS nonprofit mailing rate
- 2022 Budget
- Financial Statements
- Endowment Fund

Endowment Committee Report

April 9, 2022

Committee Members: Philip Bibb, chair, Meredith Babine, treasurer, Adam Jaffe, Leo Romero & Pam Jorgensen, president (ex officio)

- January \$147,056
- February \$145,470
- March \$146,125
- As of March funds were allocated as follows: 21.89% in cash or cash alternatives, 50.79% in exchange traded funds & 27.32% in mutual funds.
- The funds for the endowment come from \$5.00 per each plot renewal fee and specific donations to the endowment.
- Funds are held in an account at Eastern Bank that does not require a minimum balance. Presently there is \$2,508 in the account. Transfers will eventually occur and be invested with Ameritrade.
- Info: endowment@fenwayvictorygardens.org
- In March of 2020 the Endowment Committee agreed on the investment policy statement proposed by our investment advisor, Confiance.

VP of the Parks Report – Chelsea Arnold

Community Participation Days Schedule

2022 Plans for the Gardening Season

- Garden Giveaways - keeping the gardens full and thriving
- Collaboration with BPRD and ENC for management of trees and canopy, pathways, signage with special attention to MRRP design plans
- Compost, Recycling, Invasives and Trash (CRIT), Dumpsters
- Meadow Project, Compost, Leaf Mulch, Wood Chips, Water
- Rebuilding of Sharing Garden beds
- Ongoing maintenance of tools, wheelbarrows, common spaces

Honoring Rick Richter began at 12:13pm

In Memoriam: Carl "Rick" Richter
Former VP of Parks, AD, SC
Perennial Volunteer
Community Advocate
Friend and Mentor

New Business (began at 12:17 pm)

No new business

Members Forum (began at 12:18pm)

No comments from members

Adjournment

The meeting was adjourned at 12:19pm.

Meeting notes taken by Amy Johnson, Senior VP of Administration, with assistance from members Paige Newell and Hannah Gagnon.

Amended October 1988/FGS
Amended May 4, 1996/FGS
Amended December 6, 1997/FGS
Amended December 7, 2002/FGS
Amended December 4, 2011/FGS
Amended November 15, 2014/FGS
Amended April 23, 2016/FGS
Amended January 14, 2021/ FGS
Amended April 24, 2021/ FGS
Amended December 4, 2021 / FGS
Amended [month day,] 2022 / FGS

FENWAY GARDEN SOCIETY, INC. Constitution and Bylaws

ARTICLE I – NAME

The name of the organization shall be the Fenway Garden Society, Inc., ~~hereinafter referred to as~~ (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 ~~gardens~~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,” hereinafter referred to as, (the “Guidelines and Regulations”).
 2. Failure to comply with the Guidelines and Regulations can result in the garden(s) and ~~membership~~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 ~~who, regardless if they are a Boston residents and are 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 ~~they~~ 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~~ 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~~ 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, ~~hereinafter referred to as~~ (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 ~~Directors, hereinafter referred to as the~~ Officers.

~~The~~ Executive Board ~~shall~~ of Officers shall be comprised of voting members and non-voting members. ~~The (the "Executive Board"). The five (5) Officers who are the voting members of the Executive Board are; the five officers: 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 shall;~~

- 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. ~~The voting members of the Executive Board;~~

- 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 of the Executive Board~~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.
 - ~~Over~~Non-budgeted items and items in excess of budgeted amounts over \$200.00 provided a majority of the ~~Executive Board officers~~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~~Members in the call to a General Meeting.
- e. ~~Shall approve changes in the Guidelines and Regulations and submit them to the Parks and Recreation Department of the City of Boston for approval.~~
- f. ~~Shall approve the appointments of the Section Coordinators by the V.P. of the Park by a majority vote of the officers.~~
- g. ~~The Vice President~~May appoint ad hoc committees.
- h. ~~e. V.P. of the Park and two other Executive Board officers~~Officers may revoke the Membership and/ or garden(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 Executive Board member~~Officer responsible for the appointment of a particular Appointed Office is responsible for ensuring the continuity of that office -
- i. ~~Each Executive Board officer~~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 ~~comprise~~consist of an unspecified number of gardeners.
- b. Shall be elected by a majority of the Members present and permitted to vote at ~~the Annual~~a General Meeting.
- c. ~~Board of Each Area Directors~~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 election of the Executive Board at the Annual 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 implement the publication of at least once a year publish and distribute the FGS newsletter not less than four times each year.~~
- b. ~~Shall maintain an up-to-date mailing list of the members of the FGS: Regular, Honorary, and Associate.~~
- ~~e.a.~~ Shall have the newsletter sent to the Regular, Honorary, all Members and Associate members; and to appropriate city officials and to other interested parties.
- ~~b.~~ Shall have published Shall distribute necessary information via email to all Members throughout the year.
- ~~d.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.

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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~~ Standing Committee.
- ~~e.~~ ~~Shall be responsible for all fund raising operations.~~
- ~~d.c.~~ Shall collect all moneys belonging to or due to the FGS.
- ~~e.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 ~~Membership with voting privileges as determined by a vote at the designated General Meeting.~~ General Membership
 - Non-budgeted items and items in excess of budgeted amounts up to and including \$200.00 provided two ~~officers of the Executive Board~~ 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.
 - ~~Over~~ Non-budgeted items and items in excess of budged amounts over \$200.00 provided a majority of the ~~Executive Board officers~~ 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.
- ~~f.e.~~ Shall prepare a financial report to be approved at each Executive Board meeting and at each General Meeting.
- ~~g.f.~~ Shall prepare a proposed annual budget to be approved at the first General Meeting of the year.
- ~~h.g.~~ Shall be responsible for any tax filings with state and federal agencies.
- ~~i.h.~~ Shall deliver to the Chairperson of the Auditing Committee as soon as possible after the end of the calendar year all fiscal transactions ~~at the end of the elected term~~ for that year.
- ~~j.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 Mail Officer and~~ 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 ~~majority of the~~ Executive Board ~~officers with voting privileges~~.
- 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. Assign, May, in conjunction with the ~~V.P.~~ Section Coordinators and VP of the Park ~~and~~ assist in the ~~Section Coordinator, all~~ assignment of gardens to new Members and transfers in accordance with the Guidelines and Regulations, 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 Officershall 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 ~~Members of the FGS~~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 at specified intervals at the discretion of the voting members of~~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. ~~Coordinate the assignment, transfer, and revocation of the gardens~~ Shall, in conjunction with the V.P. of the Park and ~~the~~ 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. Each Officer, Elected Officer, and Appointed Officer shall serve until the end of their term or until their successors are duly elected or until they resign or are removed from office.
- a-b. All Officers shall deliver to the newly elected President any FGS physical property and records in their possession pertaining to the respective office within one month of the Annual Meeting, and shall deliver to the newly elected President access to electronic FGS property and records within twenty-four (24) hours of the Annual Meeting.
- b-c. Officers~~Any Officer~~ who ~~resign~~resigns before ~~the~~his or her term expires shall deliver to the incumbent President any FGS property and records in ~~the~~his or her possession within one week after leaving office.
- d. A resigning President shall deliver any FGS property and records in his or her possession to the Senior VP of Administration within one week of his or her resignation and shall deliver access to any electronic FGS property and records with their resignation.
- e-e. Failure of ~~officers~~Officers to comply with the above-mentioned provisions can result in ~~the~~their garden(s) and ~~membership~~ Membership being revoked.
- f. All outgoing Officers shall comply with the FGS Documentation Retention Policy.

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~~member of the Executive Board may be removed from office with or without cause by the affirmative vote of at least eighty percent (80%) of the Officers then in office.
- a-b. Any Elected Officer who does not perform the duties of the office or who interferes with the ability of others Officers to perform their duties, as determined by the Executive Board may be removed from office by a majority vote of the Executive Board.

~~b-c.~~ Any Appointive Officer who does not perform the duties of the office may be removed by the appointing ~~officer~~ Officer.

ARTICLE IX – MEETINGS AND QUORUMS

Section 1. Annual Meeting Chairperson: President

- a. The last General Meeting of the ~~year~~ calendar year shall be deemed the Annual Meeting.
- 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 present at the meeting.
- c. The ~~officers~~ Officers of the Executive Board and the Board of Area Directors shall be elected by a majority vote of the Members with voting privileges present at the meeting.
- 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~~ Members at least ten (10) days before the date of the meeting, by, e-mail or other electronic means, or if by mail, postmarked at least ten (10) days before the date of the meeting and addressed to each Member's mailing address.
- c. Twenty-five Members with voting privileges are needed for a vote to take place.
- d. Twenty-five Members, including three ~~Executive Board officers~~ 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.~~
- ~~e-b.~~ A majority vote of the voting Executive Board members in attendance is needed.
- ~~e-c.~~ 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

- a. 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

- ~~e-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 interview all Members who are nominated (the "Nominees") (whether self-nominated or nominated by a verbal third-party), to serve as Officers of FGS to determine their qualifications for office.
- ~~d-c.~~ Shall obtain consent to serve, which may be verbal or written, from all nominees. Nominees
Shall prepare a slate of nominees for the elective offices, to be presented at the Annual Meeting.
- ~~f.d.~~ Shall submit the slate of nominees report for publication in the official call to the Annual Meeting; and for presentation at the Annual Meeting prior to voting. This report:
 - i. May shall include a report of the qualifications of all qualified Nominees who have consented to serve for each elected Officer position;
 - ii. shall include a recommendation of at least one nominee for each Officer position and may include recommendations for more than one nominee for any Officer position;
 - iii. shall include a list of nominees for the Board of Area Directors who have consented to serve;
 - iv. shall include the names of any Members who consented to serve and were found to be unqualified and who did not withdraw their nomination.
- e. May organize and facilitate a candidates' forum.

- g-f. Shall accept the resignation of a member of the Nominating Committee who is suggested as becomes a candidate~~Nominee~~ for the Executive Board~~an elected Officer position.~~
- h-g. Shall prepare the ballots and tally sheets for use at the Annual Meeting,~~and oversee the election process~~
- i-h. Shall accept nominations from the floor of ~~members who have consented to serve~~ Members during the Annual Meeting.

Section 2. Guidelines and Regulations Committee

- a. Shall ~~comprise~~be comprised of 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 to serve until his or her successor is duly appointed;~~ Officers 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~~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~~be comprised of 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 to serve until his or her successor is duly appointed.~~ Officers may not serve.
- b. Shall review the current Constitution and Bylaws once each year.
- c. Shall consider amendments to the Constitution and Bylaws ~~proposed~~suggested by any ~~member~~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~~be comprised of 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 to serve until his or her successor is duly appointed;~~ Officers may not serve.
- b. Shall receive, from the Treasurer, all financial records from the previous ~~term~~year.
- c. Shall prepare ~~an audited~~a report for presentation at the next General Meeting.

Section 5. Endowment Committee

- a. Shall ~~comprise a minimum~~be comprised of three Regular Members: A chairperson, appointed by the President; one Member appointed by the Chairperson; and the Treasurer, each to serve until his or her successor is duly appointed.
 - 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. Endowment Funds are to be kept in separate account from general FGS Operating ~~Budget~~funds.
- ~~g.~~ Shall not allow Endowment principal to be used without a majority vote of ~~membership~~.

- h.g. the Members with voting privileges at a General Meeting. 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.h. Shall receive from the Treasurer, current accounting and financial records pertinent to Endowment donations and existing accounts.
- j.i. 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.

Section 7. Tree Committee

- a. Shall be comprised of at least three Regular Members: a chair person or two co-chairpersons appointed by the Vice President of the Park and up to two additional members appointed by the chairperson or co-Chairs, each to serve until his or her successor is duly appointed.
- b. Shall be responsible for advising the VP of the Park of any issues involving trees within the Victory Gardens and to make recommendations to the Executive Board for actions to be taken to maintain or remove individual trees.
- c. May request that a specified level of funding for tree maintenance be included in the Annual Budget

ARTICLE XI – ELECTIONS

Section 1. The ~~officers~~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 present 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 present 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.