

Recommendations for

Organizing a Wellesley Square Partnership

Prepared for the Town of Wellesley, Planning Board by

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Organization of the Wellesley Square Partnership

Summary Recommendations

The following general recommendations emerge from our research:

1. Wellesley should pursue an independent Partnership organization, without direct affiliation with either Town government or any existing organizations
2. The Wellesley Square Partnership should use committees to incorporate existing organizations and their projects into the Partnership agenda and efforts
3. Membership should be broad-based, open to everyone interested, and include residents Town-wide, business residents of the Square area, property owners, and institutional membership with interest in improvements in Wellesley Square. There should be an affordable membership rate structure
4. The Board of Directors should represent the Wellesley Square business community but incorporate a wide range of interests in Wellesley Square, and have the time and talent to serve the organization well
5. The Wellesley Square Partnership should be organized as a Chapter 180 non-profit corporation in the Commonwealth of Massachusetts, and to seek federal IRS tax status of a 501(c)(3)
6. The Wellesley Square Partnership should hire an experienced, full-time Executive Director with a background in community development, organizational development, and business activities
7. The Partnership's budget will run approximately \$80,000 - \$90,000/year, with attainable fund-raising projections in the \$90,000-\$100,000/year range
8. The Town of Wellesley should contribute funds on an annual basis, with a higher amount contributed in the first three years than in subsequent years. It is key that the organization, and Town residents, have this tangible evidence that the Town cares about, and participates in, activities of the Partnership without exercising undue control.
9. Members of the Board of Directors should have responsibility for fund-raising
10. Having a defined Mission and Goals, and identifying the benefits of the Wellesley Square Partnership to various segments of the community, is key to fund-raising and to organizational success

Methodology

The Consulting Team was asked to consider how to implement some of the recommendations developed in the Phases I and II efforts regarding improving Wellesley Square. In the process of interviewing individuals and business people involved with Wellesley Square, we readily determined that a new organization, focused just on the Wellesley Square area, should be organized. Our methodology included:

- Interviews with a large number of retailers, residents, government representatives, institutional representatives (such as Wellesley College), and organizations (such as Wellesley Square Merchants Association) to determine how users of Wellesley Square perceive the type of organization that might be effective in taking on a set of issues in Wellesley Square
- Reviews of by-laws and interviews with Executive Directors from similar organizations to determine effective structure and functioning
- Reviews of organizational materials distributed by the National Main Street Center and the Massachusetts Department of Housing and Community Development
- Reviews of materials prepared for the Town of Wellesley and for Wellesley Square in earlier phases of this project

Mission, Goals, Actions of the New Wellesley Square Partnership

Every new organization has to develop a written mission statement, a set of goals for the organization, and proposed actions in order to attract members and the funds needed to move forward. This is the first step.

The Wellesley Square Partnership needs to develop a clear Mission Statement so it is evident to the participating parties why they are involved and what they will address as an organization. The Statement should be broad and simple. The Mission Statement should be referenced whenever the organization chooses to move forward on new activities. The Mission should be developed by the Start-up Team, and finalized when the full organization is in place.

The Mission Statement should arise from or inform a goal or goals developed by each of the Committees. Goals should be subsequently institutionalized in the committee structure and Action Items identified later in this draft. Goals that appear appropriate based on this research include:

- Improve the circulation in Wellesley Square for all forms of transportation, and address parking needs
- Enhance the profitability, mix, market, and vitality of Square businesses

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- Review and make recommendations on public and private real estate development projects to maximize benefits to Wellesley Square functioning
- Improve the appearance of Wellesley Square through design review and improvements and through historic preservation
- Improve the functioning of the Square as a center of community life
- Sustain the Wellesley Square Partnership as an effective, contributing organization

Type of Organization

Individuals and institutions seeking to start a new organization must determine how the new organization should be set up in order to effectively undertake the mission, and establish and meet the goals and objectives.

Comparing our experience in communities in Massachusetts and elsewhere, and with the results of interviewing in Wellesley, our recommendation is that **Wellesley pursues an independent, non-profit organization**. This recommendation is based on the need for both public and private involvement to undertake the activities that require attention, coupled with the inability of either sector to accomplish these tasks without structured involvement of the other. This proposed organization can utilize the strengths already in place in both the public and private sectors, but bring together diverse interests and skills into a new organization. The Wellesley Square Merchants do an excellent job on promotional/celebration activities, but need the public sector to tackle parking issues. Likewise, the public sector can't address parking improvements without extensive input from a representation of the larger community, and can greatly enhance the promotional/celebration activities through involvement and assistance. **This organization can tackle problems and issues that previously have been intractable.**

While Town government has the authority to address parking, it is the general belief that the Town currently does not have adequate support to undertake changes. A new organization, bringing together a variety of perspectives and affiliations, could potentially provide the forum to bring some of the recommended improvements to completion. Other issues that could benefit from this forum include relationships with Wellesley College and with the surrounding neighborhood, and suggested real estate development and physical improvement projects.

Other communities have found that creating a working link between the public and private sectors has been key to the success of their organization, and to their town center. *Natick Center Associates* serves as an umbrella for the work of many organizations that affects or takes place in the center of Natick. Natick Center Associates, for example, has a strong link with town government as a result of the large investment of the town in public infrastructure and capital improvements. The close link with human service groups and social organizations has cemented the Center's role as a cultural center.

We recommend a similar model for Wellesley because the players and opportunities in Wellesley are similar to the categories of players and opportunities that have coalesced in

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Natick Center. Wellesley Square has prominent public space and institutions that use the Square, and has a merchants' association that undertakes successful promotional events, but is not independently able to take on a much greater commitment of time and funding. Residents want to play an active role, and the existence of a commuter rail station creates common issues and opportunities. The Wellesley Square Partnership can coordinate, enhance, and innovate many more efforts than individual players. The accomplishments in Natick Center are demonstrative of the significance of this approach.

The Department of Housing and Community Development, in a report published in 1997, identified four critical elements for a successful downtown association:

- Strong, committed people, filling the roles of leadership, staffing, and volunteers
- A structured organization
- An ongoing, sustainable source of funds
- A vision that is defined and communicated, and includes a work plan with goals and objectives (action items)

Management Structure

The structure of the organization and management is key to assembling the appropriate skills, expertise, influence, and resources to accomplish the mission, goals, and objectives.

The basic governing entity will be the Board of Directors. The Board of Directors should contain an uneven number of members. Two options for the Board of Directors are offered to provide a choice between a smaller, business-centered Board and a larger Board with broader representation of community groups.

One option is to have a large board that is representative of the broad array of users of Wellesley Square - between approximately 13-19 members who could be selected by organizations they represent, or by the membership at large. A Board Member can come from any membership category. The Directors will meet bimonthly and provide policy oversight and direction on particular projects. Management of the WSP should be placed with the Executive Committee, consisting of a President, Vice President, Clerk, and Treasurer and two other Board members. This model can accommodate some less active membership while still maintaining diverse representation in decision-making.

A second option is to have a smaller Board that places primary emphasis on the business community in Wellesley Square, and has between 5-9 members. This Board functions as both an Executive Committee and full Board of Directors. This Board is dependent on full participation of all Members to remain effective.

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Proposed Composition of the Board of Directors, Option One –Officers (4) elected by members of the Board of Directors (can fill other representation below)

President
Vice President
Clerk
Treasurer

- Committee Chairs (4) elected by Committees
 - Promotions
 - Parking/Transportation
 - Retail/Real Estate Development.
 - Organizational Development/Fundraising
- Government Representatives (2) appointed by the Board of Selectmen (from the BOS, Planning Board, Historical Commission, others)
- Organizational Representation (5) from the following (or others as determined below), appointed by their organizations or elected by the membership
 - Wellesley Chamber of Commerce
 - Kiwanis Club
 - Wellesley College
 - Neighborhood Association
 - College Student/Senior

Remainder (up to 4) to be identified by the Nominating Committee and elected from membership at large or appointed by additional organizations identified by the Interim Board of Directors

- Wellesley Planner or Town Manager - Ex Officio

The Executive Committee is the governing entity with day-to-day responsibilities to work with the Executive Director and make interim decisions. The Executive Committee should consist of the officers of the Board (4) and three additional board members elected by the Board from amongst the membership of the Board of Directors. The Executive Committee can meet on a regular basis, or they can agree to meet on an ad hoc basis at the request of the Director to provide advice, direction, and assistance. It is currently advised that the Executive Director report only to the President of the Board of Directors. This may be refined as the project proceeds.

The rotation of Board members during the functioning of the Wellesley Square Partnership is a critical transition. Board officers should be elected from among existing Board members, and their positions should be replaced by vote of the Board of Directors on a bi-annual basis. Board members who are Committee Chairs or representing organizations should also have terms of two years at the will of each Committee, but it is up to those organizations whether individuals get reappointed. Board members elected from the membership will be elected for two year terms at the annual meeting of the membership.

Proposed Composition of the Board of Directors, Option Two –Officers (4) elected by the Board of Directors from its members (at least three must represent businesses or properties in

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Wellesley Square) In Option Two, there is no Executive Committee, but the full Board meets often and functions like the Executive Committee described above.

President
Vice President
Clerk
Treasurer

- Committee Chairs elected by the membership of the Committees (2) – at least one must represent businesses or properties in Wellesley Square
- Representatives of Town government (2) – one has voting authority, one is non-voting; can be selected from any department in Town Hall, as well as other Town Offices in the Square Area or having responsibility for activities in the Square
- Other members of the Board of Directors are elected from the full membership

The basic unit of the Wellesley Square Partnership will be its members. Several classes of members should be identified, with dues based on the type of membership. Membership categories should include:

- Resident members
- Business members (including businesses inside and outside Wellesley Square)
- Contributors, Supporters, Sponsors, and Patrons (Options with different dues for any individual or organization wishing to make a larger membership contribution)

Committee Structure

Committees are the backbones of successful downtown organizations and are the vehicles through which the Board of Directors implements the organization's Work Plan, consisting of Action Items. Committees should be created that are capable of undertaking the action items that are generally agreed the organization should explore and/or pursue.

The following list of suggested committees is based on the specific concerns in Wellesley Square, and the committees that are generally required to maintain the recommended type of organization.

Committee members can be self-selected from the community at large, they do not necessarily have to be a member of the Wellesley Square Partnership. Anyone can and should be encouraged to participate, with particular solicitation of community members who have skills, ability, time, concerns, and financial resources to move projects forward.

The Consulting Team reviewed the materials from Phase 1 and Phase 2 of this effort, and interviewed a variety of interested and knowledgeable parties regarding activities of a Wellesley Square Partnership organization. **We recommend the following four Committees set the organizational Goals, and undertake the project studies and Action Items noted under each.**

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These Action Items were also identified by the previous work, or a significant portion of the current interviews.

Promotion Committee

The Promotion Committee directs retail promotions, pedestrian traffic-building activity, and image improvements for Wellesley Square. It establishes liaisons and develops joint promotional strategies with existing organizations active in one or more of these areas. Objectives of the Promotion Committee could include:

1. Plan and implement special events such as Family Sunday, July Jubilation
2. Plan and implement retail events specifically designed to bring shoppers to Wellesley Square businesses
3. Plan and implement image campaigns designed to improve negative perceptions of Wellesley Square
4. Design and print collateral materials promoting Wellesley Square and distribute them to College Admissions offices, dormitories, hotels and other identified locations. These materials could include brochures, business directories, calendars of events, etc.

Retail/Real Estate Development Committee

The Retail/Real Estate Development Committee works to strengthen existing Wellesley Square businesses and recruits additional businesses. It directs activity related to commercial and real estate development. Objectives of this Committee could include:

1. Identify real estate opportunities among those recommended in previous studies, and explore methods to implement these projects (Post Office Square, Tailby Lot, Wellesley Inn, and others)
2. Conduct a building inventory and a business inventory of Wellesley Square and serve as a clearing house for those wishing to lease space
3. Develop educational programs to help existing businesses stay in business, help businesses to expand and recruit new businesses that are appropriate for Wellesley square
4. Consider pursuing development of pedestrian paths and gathering places in key locations in Wellesley Square

Parking/Transportation Committee

The Parking/Transportation Committee works with the Town to implement recommendations made in the 1996 Wellesley Square Parking Study and identifies new opportunities to improve parking in the Square. Objectives of the Parking/Transportation Committee could include:

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1. Identify best solutions for employee parking and participate in implementing improvements
2. Identify appropriate improvements to the Tailby lot and pursue these improvements
3. Implement a parking signage program
4. Explore improvements to the commuter rail station and facilities

Organizational Development/Fund-raising Committee

Much of the success and viability of the Wellesley Square Partnership will depend on its ability to recruit and develop new leadership, to stay in close touch with its supporters, and to develop successful fund-raising strategies. Objectives of the Organization Development/Fund-raising Committee could include:

1. Develop a comprehensive fund-raising plan for the Board of Directors to implement
2. Develop a membership structure
3. Develop a volunteer program to recruit, train, retain, and reward volunteers
4. Develop a communications plan both internal (within the WSP) and external (to the membership and public at-large)
5. Nominate new board members as needed
6. Hold an annual meeting

The Start-up Phase

No organization can emerge full-blown. While this report can assist the Start-up Committee, the on-the-ground work locally is required to make the final decisions in pulling all the elements of the Wellesley Square Partnership together into a coherent, functioning whole.

The transition from the current status quo to an operating partnership organization is critical. There are many choices to be made regarding structure, mission, goals, actions, size, and many more. Organizers can choose to start up slowly, with fewer costs and Committees, or can choose to structure the full organization proposed here from the beginning.

The Wellesley Square Partnership should be initiated by an Interim Board of Directors, with members appointed by the Wellesley Board of Selectmen (4 appointees) and the Wellesley Square Merchant's Association (3 appointees) for a period of time, up to one year. Individuals and

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organizations should submit letters of interest to the two boards requesting appointment, in the following manner:

- Selectmen appoint 1 representing Town government, and three representing community organizations or institutions
- Wellesley Square Business Association appoints three representatives of business and property owners in Wellesley Square or elsewhere in Wellesley

During the one year start-up phase, a Mission Statement will be developed, committees will be organized and a membership base will be established that can then move forward with elections. Appointing authorities for permanent Board membership should make appointments of individuals that are involved in key components in Wellesley Square - business or property owners, residents, individuals with expertise in organizational development (attorneys, accountants, known effective fund-raisers, and others), and the variety of institutions that are located in or use the Square. Appointing authorities may want to solicit letters of interest.

This interim model is suggested as a place to start the discussion on a collective basis, while capturing the participation of vested parties in the effort. The Start-up Team should plan to meet at least monthly to undertake the following activities:

Responsibilities of the Start-up Team

- Coalesce the elements of Phase I into a Mission Statement for the Wellesley Square Partnership.
- Finalize the WSP By-laws with the assistance of an attorney
- File for Chapter 180 non-profit status
- File for 501(c)(3) tax status, with the assistance of an attorney
- Finalize the job description for the Executive Director (the job should be posted as soon as the organizing meeting has taken place)
- Determine the size and composition of the Board of Directors, issue requests to appointing authorities to appoint representatives
- Validate proposed Committee recommendations, and suggest more or fewer committees as deemed appropriate
- Recruit members for the committees and see that organizing meetings are convened, Chairs are elected
- Participate with the newly formed Organizational Development/Fund-raising Committee to identify and implement fund-raising efforts.
- Convene the first meeting of the Wellesley Square Partnership, elect the Board of Directors

Finding an Executive Director

While all the groundwork should be done during the Start-up Phase to determine salary and job description for the Executive Director, no one should be interviewed or hired for Executive Director until the WSP has held its first meeting.

Anyone seeking a job such as this needs to know that the organization can be a functioning entity. **The Start-up Board needs to have at least one year of salary in place or you will be severely limited in the number of candidates who will consider the position.** It is important to start off with the right staff - not someone so inexperienced or flexible that they can destroy the organization through blunders before you have even begun.

The following Job Description for an Executive Director is tailored for an experienced Director, and for the particular activities that are likely to take place in Wellesley.

Position Description: Executive Director of the Wellesley Square Partnership

Administrative Duties

1. Provide staffing needs of the Board of Directors ' including preparation of informational materials, organize meetings and meeting materials, prepare and send communications, and implement their policies, goals, and objectives.
2. Provide staffing needs to the volunteer committees as appropriate; including preparation of background materials; handling communications; working on policies, goals, and objectives.
3. Maintain organization files, including membership information, volunteer activities, and status; reference files on all aspects of downtown revitalization.
4. Manage day-to-day operations of the WSP. Supervise paid and volunteer, part or full-time consultants and employees. Secure consultant services, coordinate consultant selection consistent with program procurement requirements, develop contracts, oversee contracts.
5. Maintain financial records for the WSP, in compliance with sources of funds. Maintain inventory of equipment and furniture
6. Coordinate committee activities with those involved in them

Liaison and Advocacy

1. Be liaison to and advocate with local, state, and federal agencies, and other organizations on behalf of the WSP, consistent with the organization's tax status. Specific targets should be the Town Department of Public Works, other Town boards, and concerned citizens.

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2. Educate regarding the work of the WSP through speaking engagements, media interviews, appearances, press releases, and other activities
3. Solicit and encourage input from all constituencies interested in development and revitalization of Wellesley Square
4. Promote value of economically viable downtown

Data and Report Preparation

1. Research and prepare reports, plans, and studies, as requested by the Board of Directors, on issues related to downtown development
2. Develop and maintain reporting systems to track the progress and accomplishments of program activities
3. Research other Partnership initiatives

Duties Assisting Committees

Promotion and Marketing

1. Assist in planning and implementing retail and special events
2. Encourage cooperative activities in Wellesley Square, such as promotional events, advertising, uniform store hours, and special events
3. Directly promote business in Wellesley Square, promote their unique characteristics and options

Retail/Real Estate Development Committee

1. Develop and implement retention and recruitment strategies
2. Initiate and assist with development strategies, particularly relating to real estate projects
3. Collect, analyze, and interpret market and economic development data as needed
4. Assist with development of technical assistance programs to businesses

Organizational Development/Fundraising

1. Participate in recruiting, training, retaining, and rewarding, volunteers

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2. Recruit members to the Board of Director to develop programs to identify and solicit new members to the WSP
3. With the Board of Directors, from time to time develop or revise by-laws, committee structure, goals, and objectives
4. Prepare annual budgets and workplans with the Board of Directors, report quarterly on the implementation of the workplan
5. Prepare and submit applications for public or private funding of the WSP
6. Initiate, implement, and evaluate fund-raising activities
7. Assist the Board of Directors with mailings and thank-yous for funds raised

Parking/Transportation Committee

1. Consolidate research results in understandable form, summarize options
2. Convene appropriate meetings to address parking issue
3. Assist in implementation of parking solutions
4. Undertake management of parking resources if appropriate

Sources of Funds

Raising funds to undertake the work of an organization is critical to getting the organization off the ground. While some funds can be raised by events and grants, significant support must come from the members and the community.

There are relatively few sources for public funding of downtown organizations and those governmental agencies that do fund such organizations do so based on community needs assessments which are weighed in favor of towns with a substantial low to moderate income population. Therefore, in addition to "seed money" from the Town of Wellesley, we recommend that the Wellesley Square Partnership be privately funded.

The Organizational Development/Fund-Raising Committee's primary responsibilities are to plan and conduct annual fund-raising activities for the organization and to ensure that adequate funding is available at all times. The Fund-Raising Committee requires an energetic, enthusiastic chairperson. This position must be filled by a board member, not the Executive Director. It is neither productive nor efficient to ask an Executive Director to raise his or her own salary. The Fund-Raising Committee must have a plan to be effective, thus, the board should work closely with this group to establish fund-raising goals and a realistic time table. Together the Fund-Raising Committee and the Board of Directors should define the "need" for a Wellesley Square Partnership and a downtown manager before embarking on a fund raising campaign. The defined "need" can then be developed into a printed "Case Statement" to be used as a hand-out to Wellesley Square businesses and other potential donors.

We recommend that the Organizational Development/Fund-Raising Committee develop a funding plan for the Board of Directors to implement. The Board of Directors will be charged with raising the necessary income to keep the organization functioning and with monitoring the annual operating budget.

The Town of Wellesley's support and involvement is critical to the Wellesley Square Partnership's achievement of long-lasting success. The Town of Wellesley can help provide financial and information resources, technical skills, and leadership to the Wellesley Square effort. Because local government plays a major role in directing the community's economic growth, it must be an active participant in increasing the Wellesley Square economic base and developing innovative solutions to Wellesley Square issues. **A Wellesley Square Partnership will benefit the Town of Wellesley by:**

- increasing the tax base through business recruitment
- bringing more shoppers to the square from outside the community through marketing
- increasing property values by design assistance and greater demand for retail space
- increasing the number of jobs through business assistance programs
- serving as a liaison between the business community and Town Hall
- bringing about more positive perceptions of Wellesley Square through promotions and marketing
- increasing the volunteer base for the town through volunteer recruitment

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In downtown organizations throughout the United States, towns approximately the size and population of Wellesley contribute an amount averaging 25% of the downtown organization's yearly budget.

Financial Institutions benefit from membership in the Partnership in many ways, from making new business loans to being able to attract new industry to the community. Banks and savings and loans can support the organization by helping package loans, taking part in interest buy down and other financial incentive programs, providing leadership and seeking innovative ways to stimulate Wellesley Square economic development. Many financial institutions also find that participating in the local organization helps satisfy their directives under the Community Reinvestment Act. Virtually all banks have to show some level of support to meet financial needs of lower income residents in their community. Assisting in business financing for lower income residents is one way to do this.

Financial Institutions often contribute substantially to downtown organizations. We believe that banks and savings and loans in Wellesley will make contributions amounting to approximately 15% of the Partnership's income.

The Fund-Raising Committee should develop a membership program, case statement, and membership brochure to solicit support from Wellesley Square retail and service businesses. **Retail and service business owners will benefit from membership in the Wellesley Square Partnership in many ways:**

- increased sales
- improved image
- increased value of business
- quality of business life
- educational opportunities (seminars and workshops)
- increased traffic
- marketing strategies (promotion and advertising)
- better business mix
- new market groups in the Square
- community pride
- having needs and issues addressed

Property Owners should also be solicited for membership in the organization. They will benefit by:

- increased occupancy rates
- rent stability or increase
- increased property values
- better image.

Each Member of the Board of Directors should be willing to support and participate in fund raising. He or she should contribute financially to the best of his/her ability. Board members should suggest names of prospective donors and have the willingness to ask for money.

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The Board of Directors generally directly provide approximately 5% of the annual budget

Sample Contributing Membership Fees

PATRON	\$2,500	CONTRIBUTOR	\$ 250
SPONSOR	\$1,000	BUSINESS MEMBERSHIP	\$ 175
SUPPORTER	\$ 500	RESIDENT MEMBERSHIP	\$ 50
STUDENT/SENIOR	\$ 25	TOWN EMPLOYEE	\$ 35

Fund-Raising Events

A sample list of fund raising events proven successful elsewhere includes:

Wine and Food Gala

Event to be held in large function hall with food samples donated by local restaurants and wine donated and poured by wine vendors. Chamber music or jazz can be played and a silent auction can be held. Tickets can be sold for \$50 or \$100 each.

Antique Car Show

Admission can be charged to see antique cars. Music can be played and refreshments sold. Tickets can be sold for \$10 to \$15 each.

Chocolate Sunday (Sundae)

Hosts are solicited and generic invitations are printed. Each host personalizes invitations to his/her friends and prepares delicious chocolate foods to be served. The events are held at 20-30 locations on the same Sunday afternoon. Tickets can be sold for \$15 to \$20 each.

Musical Events

A vocalist or instrumentalist can donate his/her talent to a musical event to be held in a large local home. Either wine and cheese or cookies and coffee/tea can be served. Tickets can be sold for \$15 to \$20 each.

Casino Night

One of several New England companies can be hired for Casino Nights. They will organize the event for a portion of the proceeds. The vendor brings all equipment necessary for roulette, blackjack, etc. The Fund-Raising Committee can have a cash bar and either dinner or snacks. A minimum admission fee of \$20 can be charged.

Fireside Chats with Authors/Poets

This event can be held in a private home. A well-known author or poet can read from his/her work and refreshments can be served. Tickets can be sold for \$15 to \$20 each.

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Classic Movie Series

Movies can be rented and shown to audiences once a month for six months. The Fund-Raising Committee can obtain a catalog of films, rent or borrow equipment and serve popcorn and soft drinks. The series could be held at a local restaurant and patrons could order food. Tickets can be sold for \$5 to \$10 each.

52 Dinners a Year Raffle

A raffle prize of 52 dinners a year could be given to a lucky winner. Wellesley restaurants donate the dinners. Raffle tickets could be sold for \$25 to \$50 each.

Large events can raise substantial amounts for the organization. In many towns such events have raised more than 25% of the annual budget.

Products for Sale

A list of possible products for sale includes-

- Wellesley Square Cookbook
- Tee shirts and sweat shirts
- Christmas Ornaments
- Decorative Historical Plates

Product sales will provide minimum income to the Partnership. However, producing quality products will provide good public relations and name recognition for the program.

Sample Fund-raising Workplan

Goal: Develop a fund-raising campaign for the Board of Directors to implement. Raise funds through corporate contributions, business memberships, products and events. The funds will be used to sustain the Wellesley Square Partnership in coming years.

- Month 1 Month long campaign to solicit contributions from Board members
- Month 2 Month long campaign to solicit contributions from major donors
- Month 3 Month long campaign to solicit contributions from businesses
- Month 6 Major fund-raising event
- Month 8 Product sales implementation

Fund-raising should begin as soon as the Start-up Phase has gotten to the point of deciding on the Mission, Goals, and some Actions, and participants feel that they can market the effort to others as members, donors, and participants in activities. The early goal should be to raise funds for staff salary, and to implement subsequent fund-raising events that will garner the organization more members that are enthused about the direction and possibilities.

Income Projections

Every organization has to project its income for the next year or two to properly plan for future activities, and to assure members and staff that the organization can continue in a responsible fashion.

The following income projections are based on the experiences of several Partnership and Downtown organizations from their fund-raising efforts. They are based on conservative estimates of what any partnership, and certainly the Wellesley Square Partnership, could reasonably raise. The ability to project income, and then raise it, helps determine the rate of start-up, the level of spending, and the types of projects that can be undertaken. Can the WSP raise enough to hire an experienced Executive Director, rent office space, prepare high quality marketing materials, and other activities? These income projections, linked with the Budget Projections following, suggest the WSP can undertake a solid organizational effort.

Income Projections

Source	Year 1	Year 2	Year 3	Year 4
Balance	0	\$10,250	\$12,500	\$9,250
Town contribution	\$25,000	\$15,000	\$10,000	
Local Bank	\$ 2,500	\$2,500	\$2,500	
Local Bank	\$2,500	\$2,500	\$2,500	
Local Bank	\$2,500	\$2,500	\$2,500	
Other financial Institution	\$5,000	\$5,000	\$5,000	
150 Business memberships (50% of businesses @\$175)	\$26,250	\$26,250	\$26,250	
Board of Directors	\$5,000	\$5,000	\$5,000	
Fund-raising Events (2)	\$22,000	\$25,000	\$28,000	
Resident memberships	\$2,000	\$2,500	\$3,000	
TOTAL	\$92,750	\$96,500	\$97,250	

Budget Projection

The following budget projections are based on expenditures of downtown organizations in towns and cities with demographics similar to those of Wellesley. This level of funding will allow a full time Executive Director, and pay full rent for a location. Rent is often donated by a member, so these costs could be reduced without a reduction in service and activities.

Use	Year 1	Year 2	Year 3	Year 4
Salary and benefits	\$57,000	\$59,000	\$61,000	
Rent	\$8,000	\$10,000	\$12,000	
Postage	\$1,000	\$1,000	\$1,000	
Telephone	\$1,500	\$1,500	\$1,500	
Insurance	\$200	\$200	\$200	
Office Supplies	\$1,500	\$1,500	\$1,500	
Equipment repair	\$500	\$500	\$500	
Equipment purchases	\$2,500	\$0	\$0	
Dues/Subscriptions	\$300	\$300	\$300	
Committee Budgets				
Promotion and Marketing	\$3,000	\$3,000	\$3,000	
Organ. Dev/Fundraising	\$4,000	\$4,000	\$4,000	
Parking/Transportation	\$2,000	\$2,000	\$2,000	
Retail/RE Development	\$1,000	\$1,000	\$1,000	
TOTAL	\$82,500	\$84,000	\$88,000	

This reflects a salary of \$45,000 plus benefits

**In many towns, office space and equipment are donated

References

Getting Started on Downtown Revitalization. Department of Housing and Community Development, Downtown Revitalization Program. 1997.

Board Members' Handbook, Main Street Guidelines. National Trust for Historic Preservation. 1988.

By-Laws from Partnerships in the communities of Marlborough, Beverly, Natick, and Ipswich.

Wellesley Interviews

Matthew Schmidt, Marco Polo

Jean Lukas, Wellesley Chamber of Commerce

Ellen Watts, Wellesley Square resident

Gerald Hume, Wellesley Congregational Church

Frank Shea, Wellesley Square Merchants' Association

Barry Monahan, Wellesley College

Ed Hand, Wellesley Square resident

Steve Verrulla, Wellesley Square Merchants' Association, O'Neill Jewelers

Wellesley Planning Board

Barbara Gard

Robert DiSchino

Robert Sechrest

Stanley Brooks

Jim Meade

Joyce Moss, Executive Director, Natick Center Associates

Richard Beatty, Executive Director, Downtown Development Incorporated, North Adams

Andrew Bakers, Executive Director, Shelburne Falls Village Partnership

Appendix A

Proposed By-Laws for the Wellesley Square Partnership

By-Laws Of the Wellesley Square Partnership, Inc.

Article 1 - Name and Principal Office of Corporation

The name of the corporation shall be the Wellesley Square Partnership, hereinafter referred as "the Partnership". The principal offices shall be determined from time to time by the Board of Directors of the Partnership but shall be located in the Wellesley Square area.

Article 2 - Purpose

Section 1. (To be added by the Transition Team when Mission Statement is completed)

Section 2. It is the intent of the Partnership to qualify as a nonprofit, tax exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the Partnership shall inure to the benefit of any of its members or any other individual; and the Partnership shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 3. Upon dissolution of the corporation, the residual assets of the corporation shall be distributed to either a private, nonprofit corporation which is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Town of Wellesley to be used for development activities in Wellesley Square. Selection of the nonprofit corporation or the Town may be designated prior to dissolution.

Article 3 - Program Area

Section 1: The Wellesley Square Area shall be that geographic area indicated on the attached map (Exhibit A)

Article 4 - Membership

Section 1. The classes of members of the Partnership shall be as follows:

1. Resident/individual members
2. Business members
3. Town Employee members
4. Student/Senior members – High school or college students, or seniors over 65 years of age

5. Contributor, Supporter, Sponsor, Patron with progressive increases in membership rates to reflect financial commitment to the WSP

Section 2: The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment and application procedure.

Section 3: Any business, organization, or individual interested in supporting the purposes of the WSP may become a member by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors may establish. Each active member shall be entitled to one vote.

Section 4: Any member may resign from membership in the WSP upon giving written notice thereof to the Executive Director of the WSP. Such resignation shall specify the reason thereof and the effective date thereof. Members who resign from membership shall not be entitled to any refund of dues therefore paid.

Section 5: The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his or her financial obligations to the WSP for a period of six months or longer.

Section 6: Members failing to pay dues within 60 days of notice, except for good cause as determined by the Board, shall be deemed to have resigned. The Board may establish different categories of membership and correspondingly different amounts and terms for payment of dues.

Article 5 - Membership Meetings

Section 1: The annual meeting of the member shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purpose of electing officers and directors and transacting such other business as may be properly brought before the meeting.

Section 2: Special meetings of the membership shall be held at any time and place as may be designated in the notice of said meeting, upon call of the President or the Board of Directors either at their own request or upon written petition by at least 10 active members.

Section 3: Written notice of every meeting of the membership, stating the place, date and hour of the meeting, shall be given either personally or by mail to each member not less than 15 nor more than 50 days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States with postage thereon prepaid, addressed to the members at their addresses as they appear on the WSP's record of membership. Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting, or manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business. Other interested parties shall be given such notice of meetings as the Board of Directors shall deem appropriate.

Section 4: Ten percent (10%) of the active members, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the membership, except as otherwise provided by statute, by Articles of Incorporation or by these bylaws. If a quorum is not present or represented at any meeting of the membership, a majority of the members entitled to vote thereat, present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member.

Section 5: When a quorum is present or represented by proxy at any meeting, the vote of a majority of the active members present in person or represented by proxy shall decide any questions brought before such meetings, unless the Articles of Incorporation or these Bylaws require a different vote, in which case such express provisions shall govern and control the decision.

Article 6 - Board of Directors

Section 1: The Wellesley Square Partnership shall be governed by a Board of Directors of between thirteen (13) and nineteen (19) Directors (*or some other number, based on the option for the Board as described in the main document*) elected by the members eligible to vote or appointed by their official Committees of the WSP. The number of the Directors shall be as determined from time to time by the Members and may be changed by vote of a majority of the Directors then in office. The term of office for each elected Director shall be two (2) years. Nominations to the Board shall be made by the Nominations Committee appointed by the Board and shall be set forth in the notice of the annual meeting. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Directors in office may be reelected for one consecutive term, except that the Immediate Past President's term as a member of the Board of Directors shall commence at the normal termination date of his or her term as President and shall continue to the next annual meeting of the membership thereafter.

Section 2: Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Executive Director. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from three consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors.

Section 3: The Executive Director of the WSP and a representative of the Wellesley Planning Department shall be nonvoting members of the Board of Directors and shall be present at all meetings of the Board of Directors.

Section 4: The Board of Directors of the Program may hold regular and special meetings. Regular meetings shall be held not less than four (4) times each year. Special meetings of the Board may be

called by the President or by the Executive Committee or by four or more Directors. Written notice of the time, place, and agenda for both regular and special meetings shall be given to each Director either by personal delivery or by mail, phone, or E-Mail at least five (5) days before the meeting.

Section 5: At all meetings of the Board, a majority of the voting members thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 6: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 7: All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of the WSP and with their responsibilities.

Article 7 - Committees

Section 1: The Wellesley Square Partnership shall have at least four (4) standing committees, with committees determined and created by the Board of Directors at a regular meeting. Standing Committees shall include Promotions, Retail/Real Estate Development, Organizational Development/Fundraising, and Parking/Transportation. Committees shall consist of not less than five (5) members, and shall have as chairperson a member of the Board of Directors of the WSP who shall be responsible for directing and coordinating the affairs of the committee. The terms of the committees that are not standing committees shall be for one year commencing at the time of the annual membership meeting.

Section 2: The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, in addition to the above named standing committees, each of which shall elect and consist of one or more Directors, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of the WSP. Other committees not having and exercising the authority of the Board of Directors in the management of the WSP may be designated and appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

Article 8 - Officers

Section 1: The officers of the Wellesley Square Partnership shall be elected annually by the membership of the Board of Directors and shall consist of a President, a Vice President, and a Treasurer and such other officers and assistant officers as may be deemed necessary.

Section 2: Officers shall be elected at the first meeting of the Board of Directors after the annual meeting of the membership. The person then serving as President shall automatically become

Immediate Past President upon election of a new President. All officers shall be elected by a majority of the eligible voting members present in person.

Section 3: Except as hereinafter provided, the officers of the Partnership shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors.

A. **President.** The President shall preside at all business meetings and meetings of the Wellesley Square Partnership, but may at his or her discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings, including those of the Board of Directors and the Executive Committee. The President shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors. The President shall supervise the Executive Director of the Wellesley Square Partnership.

B. **Vice President.** The Vice President shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.

C. **Secretary.** The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Program, and shall make copies of the Minutes available to the Executive Director for mailing to the Board of Directors within 30 days of the meeting.

D. **Treasurer.** The Treasurer shall maintain in good order all financial records of the Program. The Treasurer shall also have such other duties as may be assigned by the membership or the Board of Directors.

E. **Immediate Past President.** The Immediate Past President shall serve as an ex officio member of the Board of Directors and shall act in an advisory capacity to the President and the Board of Directors.

F. **Temporary Officers.** In the case of the absence or disability of any officer of the Program and of any person authorized to act in his or her place during such periods of absence or disability, the President may from time to time delegate the powers and duties of such officer to any other officer or any other member.

Article 9 - Executive Director

Section 1: The Executive Director of the Program shall manage the daily operations of the Program. The Executive Director shall be responsible for coordinating the implementation of the Program's policies and projects and such other duties as the Board of Directors may require. The Executive Director shall receive for his or her services such compensation as may be determined by the Board of Directors. The Executive Director shall report to the President of the Wellesley Square Partnership.

Article 10 – Executive Committee *(If the option for the smaller board is chosen, and Executive Committee is not necessary)*

Section 1. The Executive Committee shall consist of the four officers of the Board of Directors, and of three other members elected by the Board of Directors from among the Board's members.

Section 2. Members of the Board of Directors and the Executive Director shall be entitled to attend all meetings of the Executive Committee.

Section 3. The Executive Committee shall meet on a regular basis, and can agree to meet on an ad hoc basis at the request of the Executive Director, to make decisions and direct the organization on an interim basis. The Executive Committee will prepare working documents of workplans, budgets, and revenue projections.

Section 4. The Board of Directors shall assist the Executive Committee in the development of an annual work plan for the WSP, providing advice to the Executive Board and the Executive Director, and shall provide ongoing advice and counsel throughout the year to the Executive Committee and the Executive Director as requested by them.

Article 11: Finances

Section 1. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Wellesley Square Partnership by the Executive Director and Treasurer.

Section 2. All funds of the Program shall be deposited from time to time to the credit of the WSP in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. The Board of Directors may accept on behalf of the WSP any contribution, gift, bequest or device for the general purposes or for any special purpose of the Program.

Section 4. Within 30 days of the election of the Board of Directors each year, the Board shall approve a Program budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

Article 12: General Provisions

Section 1. The fiscal year of the Wellesley Square Partnership shall begin on the first day of April and end on the last day of March in each year.

Section 2. Not later than three months after the close of each fiscal year, the WSP shall prepare:

A. A balance sheet showing in reasonable detail the financial condition of the WSP at the close of the fiscal year,

B. A statement of the source and application of funds showing the results of the operation of the Program during the fiscal year.

Article 13: Amendments

Section 1. The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of any of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the Program's qualification under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

Appendix B

Example By-Laws and Organizational Materials



NATICK CENTER ASSOCIATES ACCOMPLISHMENTS

	Year	Monies Invested
Moran Park Development	1996-1997	\$116,500
Entryway and Welcome to Natick Center Signage	1997,1999	\$ 4,000
Natick Center National Register District Building Plaque Program	1997-98	\$ 1,800
Washington Streetscape Program:		
• Grant funds	1998-1999	\$250,000
• Additional private sector streetscape improvements leveraged:	1999	\$ 30,000
• Anticipated streetscape improvements (by Congregational Church)	2000	\$ 50,000
Sign and Facade Program		
• Grant funds	1999-2000	\$250,000
• Additional private sector funds leveraged	1999-2000	\$200,000
Beautification Program	ongoing	
• Commercial buildings	1999	\$ 5,000
• Walker Bridge	1998	\$ 1,000
MBTA Mural Project		
• Foundation/ non-profit/private sector funds	1999	\$ 40,000
Plans/Studies:	1996-1999	\$130,000
• Natick Center Design Master Plan & Guidelines		
• Natick Center Market Analysis		
• Natick Center Parking Study		
• Town Hall Reuse Study		
• Fire House Reuse Study		
• Private Property Feasibility Analyses		
Economic Development (direct activities)		
• Natick Center Merchants Council	1999	
• Natick Center Retail Brochure (see attached)	1999	
• Farmers' Market	1996	
• Frederick Rubin MicroLoan Fund (Regional with Chamber)	1997	
Economic Development- (indirect activities):		
Business Locating and/or Expanding in Natick Center		
• Dolphin Seafood (expansion)	• Powers Wine Merchants (expansion)	• Gym Express
• Natick Outdoor Store (expansion)	• Fitness Distributors	• Comfort Shoes
• Natick Appliance (expansion)	• Gabe's Delicatessen	• Barleycorn Brew
• Bakery on the Common (Location, expansion)	• Agostino's (expansion)	• Village Tea Shoppe
• Listen Up!	• Flowers By the Depot	• Save the Princess
• Yikes!	• At Home Gourmet	
 Community Events & Initiatives		
Events on the Common		
• May Day on the Common	• Arts and Artisans	• Holiday on the Common /Tree Trim
• Halloween Spooktacular & Parade	• Natick Days	
Taylor Rental Property Rebuild	1996	
Adult Use Bylaw	1997	
Underground Utility Bylaw	1998	
Town Hall Reuse Committee	1998	
South Avenue Parking Facility Planning	1998-1999	
Design Review Board of the Natick Center Design Task Force	1998	ongoing
Elimination of Saturday Morning Toll Booths	1999	
Regulatory/Zoning Advisory Group/ Natick Center Design Task Force	1999	ongoing

Town sits on Board (Community Development Director) since 1997

Town contributing 1/3 of operating budget as of Y2K

Exec. Committee: Pres, VP/TRreas; Sec'y Rep. From Board:
Meets once / week for lunch with Exec. Dir (more or less)

Board of Directors

13 members:(see list): Meets once /month with DT Manager and Assistant

Exec. Director (DT Manager)

Assistant to the Director

Other Staff

Farmers' Market Manager

Board Committees

Nominations Committee

(from Board) 2 members plus me

Merchants' Council Representatives

(from Board: 3 merchants: meet with Assistant to Director as needed)

Fundraising Committee

(from Board): 5 members plus me

Non -board Standing Committees

(Formed as result of Design Master Plan Process and NC Design Task Force

Regulatory & Zoning

Chair: (from Board);

3 from PB; 1 from ZBA; 1 from Library Board of Trustees/Historic Comm.

1 land use lawyer

All are members of NCA

Beautification Committee

Chair: not from Board

Approximately 7 members: from 2 gardening clubs

Several offer financial support to NCA;

Natick Center Design Review Board

Liaison from Board

7 members: 1 PB; 1 from Hist Comm; 2 designers; 2 merchants in design related trades; one citizen

All are members of NCA

Other non-board standing Committees

Merchants Council

Meets once/month with Assistant to Director

Must be a member of NCA to participate in promotions

Economic Development Task Force

No Chair at moment

7 members: all are members of NCA

Special Events and Promotions

5 members: DT Mgr; Dir, Parks and Recreation; Dir. Community Relations,

Morse Inst. Library;

Chairman, Friends of the Fourth of July; Exec. Dir, Children First, Natick

Natick Center Farmers' Mkt

Farmers' Mkt Manager :reports to DT MGR

NATICK CENTER DESIGN MASTER PLAN

HOW AND WHEN?

By Demonstrating:

- Washington and Court Streetscape Improvements Project (Begun)
- Commercial Sign and Facade Improvements Project(Announced; begin Fall 1998)
- Route 135 Project (due to begin Spring 1999 or 2000)
-

By Experimenting and Institutionalizing:

- Advisory Design Review Board of architect and design professionals(in place)
- Examine existing regulations and make recommendations to improve in accordance with Master Plan (committee in place)

By Behaving Opportunistically (ongoing)

- Take advantage of grant programs that address identified elements of plan: e.g., ISTEPA to fund Moran Park; Ready Resource to fund Arcade Project; PWED, perhaps, for Middlesex Ave parking; additional streetscape improvements;
- Research, identify, and apply for grant programs and other sources of money to continue implementation process;

By Communicating and Marketing:(ongoing)

- Committee established to begin to monitor condition of Center and communicate maintenance standards to both public and private sectors
- Incorporation of elements of the plan and guidelines into Natick Center marketing materials

By Doing the Do-ables (ongoing)

- Efforts underway to beautify Center through plantings; improve the look and function of municipal signage

NATICK CENTER DESIGN MASTER PLAN

WHY? The Challenges

Lack of parking: which prohibits significant economic restructuring.

Missing teeth: which interrupts the Center's scale and coherence.

Pedestrian unfriendliness: too wide streets; missing pedestrian connections between key pedestrian destinations; inadequate directional and interpretive signage for visitors and shoppers.

Uneven quality of storefronts, commercial signs, building maintenance.

Weak gateways that don't announce the Center appealingly.

WHY NOT? The Opportunities

A rich variety of imposing 19th century buildings

A restored, well-used Town Common.

A \$29 million investment in the Municipal Complex.

A commuter rail in the Center & excellent connections to region.

A strong street hierarchy to build from, with room to create pedestrian amenities.

A rich past that can be revealed through interpretive art and signage.

A resurgent private economy that is investing.

Increasing public interest in Natick Center.

- **The purpose of the Design Master Plan is to help Natick Center realize its potential of becoming one of the most attractive downtown areas in the metropolitan area**
- **Both the public investment in the Municipal Complex and the existing 19th Century architecture must be protected and supported by an excellent physical environment.**
- **A strong and cohesive public environment will give owners and tenants an incentive to reinvest in their buildings and stores, a design framework to follow, and greater freedom to express their own tastes.**

**BY-LAWS OF THE
CENTER CITY ASSOCIATION**

Marlborough, Massachusetts

November, 1993

**ARTICLE I
NAME AND LOCATION**

SECTION A - Name: The name of the corporation shall be Center City Association.

SECTION B - Location: The principal office of the corporation shall be located in the Center City area of Marlborough, Massachusetts. The Board may change the location of the principal office effective upon filing a certificate with the Clerk of the Commonwealth of Massachusetts.

SECTION C - Area of Service: The area of service shall be the area commonly known as the Center City of Marlborough which will include, but not be limited to, the sections of Marlborough in the vicinity of Main Street, Granger Boulevard, and East and West Main Streets, and portions of Maple Street, Mechanic Street, Lincoln Street, and abutting streets and properties.

**ARTICLE II
PURPOSE**

The Center City Association sees Marlborough's downtown as the heart of the community: a center of civic and cultural activities, government services, commerce, and diversified housing. The purpose of the Center City Association, a non-profit organization, is to educate the public to the assets and potential of the Center City; to organize events designed to attract people from other parts of the community and beyond; to initiate design improvements to enhance the appearance and utility of the area; to actively recruit a mix of businesses and services; and to take such other actions as will foster greater vitality in the commercial district; and to serve as a vehicle for public policy discourse.

**ARTICLE III
MEMBERSHIP**

NUMBER AND QUALIFICATION: The corporation shall consist of a Board of Directors of not less than nine (9) and not more than twenty-one (21) members chosen according to these By-laws. The Center City Association shall not charge membership dues.

**ARTICLE IV
BOARD OF DIRECTORS**

SECTION A - Functions: The Board of Directors shall manage the business, property and affairs of the corporation. The board shall have the power to appoint the staff; determine major personnel, organization, fiscal, and program policies; determine overall program plans and priorities, make final approval of all program proposals and budgets; enforce compliance with all conditions of all grants it receives; oversee the extent and the quality of the participation of

**CENTER CITY ASSOCIATION
BYLAWS**

the downtown community programs; determine rules and procedures for the governing board; select officers and the Executive Committee; have custody and management of funds; approve an annual audit; and perform all other duties and have such other power as may be necessary to carry out the purpose of the corporation.

SECTION B - Composition of the Board: The Board of Directors shall consist of not less than nine (9) and not more than twenty-one (21) persons who actively support the goals and purposes of the corporation. Membership shall include representatives of business, the service sector, resident groups, public and private organizations.

SECTION C - Selection of Members of the Board: Members of the Board shall be selected initially by the Mayor upon consultation with the existing advisory board. Subsequently the Board will be self-perpetuating, electing members for terms as described in Section E after being nominated by a nominating committee of the Board and accepted by a two-thirds vote of the Board of Directors.

SECTION D - Ex-Officio Membership: Seats on the Board of Directors shall be reserved for the President of the Tenants Association or his designee, the Marlborough Postmaster or his designee, the Marlborough Elder Affairs Director or his designee, and the Director of Community Development or his designee. Such ex-officio members shall be considered full voting members of the Board of Directors and shall serve without restriction.

SECTION E - Term of Office: Five members shall be appointed for initial terms of three years, and six members shall be appointed for initial terms of two years. Subsequent terms shall be three years. Board members shall serve no more than two consecutive terms

SECTION F - Petition By Other Groups for Adequate Representation on the Board: Community agencies and representatives of groups who feel unrepresented may petition for representation. The procedure for dealing with petitions for membership as follows:

1. Twenty-five (25) validated signatures of individuals living in the Greater Marlborough Area with home addresses of the signatories, must be presented to the Board by a community agency or a representative group prior to official consideration by the Board.
2. The petitioner will be granted a fair opportunity to be heard by the Board following the listed hearing requirements:
 - a. There shall be at least ten (10) days advance notice to the petitioner and signatories.
 - b. The notice shall clearly indicate the date, time and place of the hearing and indicate the specific place of the hearing.
3. Within ten (10) working days after the hearing, a written statement of the Board's decision on each petition, including the reason for its decision, will be made to the petitioner and the signatories.

SECTION G - Attendance: If a member is absent for two (2) consecutive meetings he/she shall be notified in writing by the clerk of his/her impending dismissal. Once a member has been absent without just cause for three consecutive meetings, he/she may be removed. A letter so stating shall be sent to the member by the Clerk of the Board.

ARTICLE V MEETINGS

SECTION A - Annual Meetings: The first annual meeting of the corporation on the regular meeting day within 60 days of the incorporation at the principal office of the corporation or such other place as deemed appropriate. The purpose of the annual meeting shall be to elect the Board and officers of the corporation. The President appoints the nominating committee, which shall present candidates are presented at the annual Board meeting.

SECTION B - Regular Meetings: Regular Board meetings of the corporation shall be held on the first Tuesday of the month. The Board shall meet a minimum of four times a year.

SECTION C - Notice of Meetings: A written notice of each annual meeting and regular meetings of the Directors stating the place, date, time, and agenda thereof shall be sent at least ten (10) days in advance of the meetings by mailing such notice to each Director at the address of such Director as it appears in the records of the corporation by the Clerk.

SECTION D - Special Meetings: Special meetings of the Board of Directors may be called at any time by the President, or Clerk. Reasonable notice of the time and place of special meetings shall be given to each Director. Reasonable notice shall be considered to have been given if mailed returned receipt requested, at least five (5) days in advance of such meeting to each Director as it appears in the record of the corporation.

SECTION E - Quorum: At any meeting of the Board of Directors, a quorum shall consist of at least fifty percent (50%) of the membership.

SECTION F - Voting: At any meeting of the Board of Directors each member present shall cast one (1) vote on each question. The vote of the majority of those present shall decide any question brought before the meeting, except where a larger vote is required by law or these By-laws.

SECTION G - Proxies: There shall not be proxy voting.

SECTION H - Conduct of Meetings: Conduct of meetings shall be in accordance with the then most recent edition of Robert Rules of Order, except to the extent that such rules are inconsistent with these By-laws.

SECTION I - Minutes: The Board shall keep for each meeting written minutes which include a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting and shall be available to the public upon request. Upon request minutes shall be translated into the language of a local minority population.

SECTION J - Action Without A Meeting: Any action of the Board of Directors or of any committee of the Board of Directors may be taken without a meeting if a majority of the Directors or members of a committee consent, in writing, to the particular action and such consents are filed with the record of the Board.

ARTICLE VI ELECTION OF OFFICERS

SECTION A - Annual Election: The annual election of the officers of the corporation shall take place at the annual meeting of the corporation. The officers who are elected shall serve the following terms:

**CENTER CITY ASSOCIATION
BYLAWS**

President	- One Year
Vice-President	- One Year
Treasurer	- One Year
Clerk	- One Year

SECTION B - Procedure for Election of Officers: A Nominating Committee shall be appointed by the President prior to the annual meeting. The committee shall present a slate of officers to the Committee at the annual meeting. Additional nominations may also be received from the floor. Elections of officers shall be by secret ballot at that meeting.

**ARTICLE VII
OFFICERS**

SECTION A - General Provisions: The officers of the corporation shall be President, Vice-President, Treasurer, and Clerk. The Board of Directors may elect or appoint such other officers or agents as the business of the corporation may require, including an Executive Director.

SECTION B - President: The President shall be the principal officer of the corporation and subject to the control of the Board of Directors and shall have general charge and supervision of the affairs of the corporation. The President shall preside and may vote at the meetings of Directors, except with respect to debate and vote upon any motion for his/her removal or suspension from that office. With the Board's approval, the President shall appoint members of all committees and serve as ex-officio member of all committees. The President shall sign such papers as required by the office or as instructed by the Board of Directors.

SECTION C - Vice President: The Vice-President shall perform the duties of the President in case of absence, resignation, suspension or inability of the President to act.

SECTION D - Treasurer: The Treasurer shall be the chief financial officer and chief accounting officer of the corporation. The Treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep or cause to be kept full and accurate records thereof. The Treasurer shall have other duties and powers as may be assigned by the Board of Directors.

SECTION E - Clerk: The Clerk shall be a resident of the Commonwealth of Massachusetts. The Clerk shall keep minutes, including an accurate record of attendance, of all meetings of the Board of Directors in a proper book provided for the purpose; and subject to these By-laws, shall in general perform all the duties incident to the office of Clerk and such other duties as may be assigned by the Directors or the President. The Clerk shall generally be responsible for all mailings and records of such.

SECTION F - Suspension Or Removal: An officer may be suspended or removed from the position of officer for cause by vote of a majority of Directors then in office at any special meeting. A motion for suspension or removal shall not be voted upon by the officer subject thereto, and such officer shall not be counted for the purpose of determining a majority. An officer shall be suspended or removed for cause only after reasonable notice and an opportunity to be heard.

SECTION G - Resignation: An officer may resign by delivering or causing to be delivered a written resignation to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

**CENTER CITY ASSOCIATION
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SECTION H - Vacancies: A vacancy in any office shall be filled by the Board of Directors at any regular or special meeting called for that purpose. Each successor shall hold office for the unexpired term.

**ARTICLE VIII
COMMITTEES**

SECTION A - General Provisions: The President, with the approval of the Board of Directors, may appoint a chairperson and members of committees as may from time to time be deemed desirable. Such committees may be temporary or continuing, and shall act with respect to such questions or problems as the Board of Directors may from time to time determine. All or any of such committees may be terminated at any time by the Board of Directors.

SECTION B - Executive Committee: The Board shall appoint an Executive Committee composed of members of the board to transact routine and ordinary business between meetings of the full board. The composition of the committee shall fairly reflect the composition of the full board. The Executive Committee shall report on the actions it takes between meetings at the next meeting of the full Board. A quorum for the Executive Committee shall consist of a majority of non-vacant seats on the committee.

SECTION C - Other Standing Committees: The President, with the approval of the Board of Directors, shall appoint chairs of each of the following Standing Committees:

- Economic Restructuring Committee: Business recruitment, market analysis
- Design Committee: Structural and design improvements
- Promotions Committee: Special events and commercial marketing
- Organizational Committee: Outreach, program evaluation, membership development

**ARTICLE IX
PERSONAL LIABILITY**

Personal Liability: the members, directors, and officers of the corporation shall not be personally liable for any debt, liability or obligation duly authorized by the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation may look only to funds and property of the corporation for the payment of any debt, damages, judgement or decree, or of any money that may otherwise become due or payable to them from the corporation.

**ARTICLE X
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

SECTION A - Scope of Indemnification: Every person who is or has been a Director or officer of the corporation may be indemnified by the corporation to the fullest extent permitted by law and against all expenses reasonably incurred by him/her in the settlement thereof.

SECTION B - Rights of Indemnification: The rights of indemnification herein provided may be insured by the policies maintained by the corporation, shall be severable, shall not affect any other rights to which any Director or officer may now or hereafter be entitled, shall continue as to a person who has ceased to be such Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained herein shall af-

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fect any rights to indemnification to which corporate personnel other than Directors and officers may be entitled by contract or otherwise under law.

**ARTICLE XI
FISCAL YEAR**

Fiscal Year: The fiscal year of the corporation shall commence on the first day of July and terminate on the last day of June next following.

**ARTICLE XII
AMENDMENTS**

Amendments: The By-laws may be amended at any time by a vote of two-thirds of the Board. The changes shall be read at one meeting and read at the next. Written notice of said meeting and of said amendment shall have been mailed to all members of the corporation at least ten (10) days prior to said meeting.

**ARTICLE XIII
DISSOLUTION**

Dissolution: If the Directors of the corporation vote by a majority of its members, the corporation may, in accordance with the Massachusetts General Laws, petition for its dissolution.

ADOPTED

*By unanimous vote of the Center City Association Board of Directors
November 23, 1993*

AMENDED

*December 13, 1993
(Article VI, Section D, adding "Marlborough Postmaster")*

BY-LAWS

OF

IPSWICH PARTNERSHIP, INC.

ARTICLE I

ARTICLES OF ORGANIZATION

The name and purposes of the Corporation shall be as set forth in the Articles of Organization. These By-Laws, the powers of the Corporation and its Directors and Members, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended or restated.

ARTICLE II

MEMBERS

Section 1. Attaining Membership.

The incorporator at the organizational meeting of the corporation shall elect the persons to be the initial members and Directors of the corporation. Thereafter, any person may become a member by submitting his or her name and address, either to an officer of the corporation, a Director of the Board of Directors or other designated person, by receiving a majority vote of the Board and paying the designated dues within sixty (60) days. The term "person" shall include corporations, partnerships, associations and any other non-natural person as well as a natural person. A person's membership in the corporation shall continue until he or she resigns or becomes permanently incapable of discharge in

the duties of a member, or is removed. Persons elected to the Board shall automatically be deemed to be members of the corporation, upon payment of the required dues. Membership shall not be restricted on account of race, sex, color, creed, religion, handicap, or national origin.

Section 2. Powers and Rights.

In addition to such powers and rights as are vested in them by law, the Articles of Organization or these by-laws, the members shall have such other powers and rights as the Directors may designate.

Section 3. Suspension or Removal.

A member may be suspended or removed with or without cause by vote of a majority of members then in office. A member may be removed with cause only after reasonable notice and opportunity to be heard. A member may also be suspended or removed from the membership of the corporation if he or she is suspended or removed as a Director by the Board. Suspension or removal from the membership will result in automatic suspension or removal from the Board.

Section 4 Resignation.

A member may resign by delivering his or her written resignation to the president, treasurer or clerk of the corporation, to a meeting of the members or Directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states. Resignation from the membership of the corporation will automatically result in resignation from the Board.

Section 5.

Dues.

The amount and terms for payment of dues, if any, will be set annually by the Board. Members failing to pay dues within sixty days of notice, except for good cause as determined by the Board, shall be deemed to have resigned. The Board may establish different categories of membership and correspondingly different amounts and terms for payment of dues.

ARTICLE III

MEETINGS OF MEMBERS

Section 1.

Annual Meetings.

The annual meeting of Members shall be held on the fifteenth day of September of each year (or if that be a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at 10:00 a.m., unless a different hour is fixed by the Board of Directors or the President, and stated in the notice of the meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or these By-Laws, may be specified by the Board of Directors or the President. If no annual meeting has been held on the date fixed above, a special meeting in lieu thereof may be held and such special meeting shall have for the purposes of these By-Laws or otherwise all the force and effect of an annual meeting.

Section 2.

Special Meetings.

A special meeting of the Members may be called at any time by the President, or by a majority of the Directors acting by vote or by written instrument or instruments signed by them. A special meeting of the Members shall be called by the Clerk; or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of three or more Members entitled to vote thereat. Such call shall state the time, place, and purposes of the meeting.

Section 3.

Place of Meetings.

All meetings of the Members shall be held at the principal office of the Corporation in Ipswich, Massachusetts, unless a different place within Massachusetts or, if permitted by the Articles of Organization, elsewhere within the United States as designated by the President, or by a majority of the Directors acting by vote or by written instrument or instruments signed by them and stated in the notice of the meeting. Any adjourned session of any meeting of the Members shall be held at such place within Massachusetts or, if permitted by the Articles of Organization, elsewhere within the United States as is designated in the vote of adjournment.

Section 4.

Notice of Meetings.

A written notice of the place, date and hour of all meetings of Members stating the purposes of the meeting shall be given at least seven days before the meeting to each Member who is otherwise entitled by law or by the Articles of Organization or by these By-Laws to such notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, and addressed to such Member at his address as it appears in the records of the Corporation. Such notice shall be given by the Clerk, by any other officer or by a person designated either by the Clerk, by the person or persons calling the meeting or by the Board of Directors. Whenever notice of a meeting is required to be given a Member under any provision of law, of the Articles of Organization, or of these By-Laws, a written waiver thereof, executed before or after the meeting by such Member or his attorney thereunto authorized, and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 5.

Action by Vote.

The presence at any meeting of Members of three Members shall be sufficient to constitute a quorum for the transaction of business. When a quorum is present at any meeting, a majority of the votes properly cast for election to any office shall elect to such office, and a majority of the vote properly cast upon any question other than an election to an office shall decide the question, except when a larger vote is required by law, by the Articles of Organization or by these By-Laws. No ballot shall be required for any election unless requested by a Member present or represented at the meeting and entitled to vote in the election.

Section 6.

Voting.

Each Member entitled to vote shall have one vote. The Corporation shall not, directly or indirectly, be entitled to a vote.

Section 7.

Action by Consent.

Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of Members. Such consents shall be treated for all purposes as a vote at a meeting.

Section 8.

Proxies.

Members entitled to vote may vote either in person or by proxy in writing dated not more than six months before the meeting named therein, which proxies shall be filed with the Clerk or other person responsible to record the proceedings of the meeting before being voted. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Member shall be deemed

valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

ARTICLE IV

DIRECTORS

Section 1. Powers.

The business of the Corporation shall be managed by a Board of Directors who shall have and may exercise all the powers of the Corporation except as otherwise reserved to the Members by law, by the Articles of Organization or by these By-Laws. The Board of Directors shall have the authority to give mortgages or security interests or otherwise encumber all or substantially all of the assets of the Corporation, provided that any such mortgage, security interest, or encumbrance is determined by the Board of Directors to be in the ordinary course of business, is commercially reasonable, or is required as a condition of obtaining credit or financing from any lender.

Section 2. Enumeration, Election and Term of Office.

The Board of Directors shall consist of not less than three (3) Directors. The number of the Directors shall be as determined from time to time by the Members and may be enlarged by vote of a majority of the Directors then in office. The Directors shall be chosen at the annual meeting of the Members by such Members as have the right to vote thereon, and each shall hold office until the next annual election of Directors and until his successor is chosen and qualified or until he sooner dies, resigns, is removed or becomes disqualified.

Section 3.

Regular Meetings.

Regular meetings of the Board of Directors may be held at such times and places within or without The Commonwealth of Massachusetts as the Board of Directors may fix from time to time and, when so fixed, no notice thereof need be given, provided that any Director who is absent when such times and places are fixed shall be given notice as provided in Section 5 of this Article IV of the fixing of such times and places and provided further than any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of Members. The first meeting of the Board of Directors following the annual meeting of the Members may be held without notice immediately after and at the same place as the annual meeting of the Members or the special meeting held in lieu thereof. If in any year a meeting of the Board of Directors is not held at such time and place, any action to be taken may be taken at any later meeting of the Board of Directors with the same force and effect as if held or transacted at such meeting.

Section 4.

Special Meetings.

Special meetings of the Directors may be called by the President or by the Treasurer or by the Clerk or by any two Directors (unless there is only one Director, in which case the sole Director may call a Special Meeting and shall be held at the place designated in the call thereof.

Section 5.

Notices.

Notices of any special meeting of the Directors shall be given by the Clerk to each Director, by mailing to him, postage prepaid, and addressed to him at his address as registered on the books of the Corporation, or if not so registered at his last known home or business address, a written notice of such meeting at least forty-eight hours before the meeting or by delivering such notice to him in person or by telephone at least twenty-four hours before the meeting. If the Clerk refuses or neglects for more than twenty-four hours after receipt of a call to give notice of such special meeting, or if the office of Clerk is vacant or the Clerk is

absent from the Commonwealth of Massachusetts, or incapacitated, such notice may be given by the Officer or one of the Directors calling the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

Section 6. Quorum.

At any meeting of the Directors, a quorum for any election or for the consideration of any question shall consist of a majority of the Directors then in office. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the Directors present shall be requisite and sufficient for election to any office and shall decide any question brought before such meeting, except in any case where a different vote is required by law, by the Articles of Organization or by these By-Laws.

Section 7. Action by Consent.

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all Directors entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of Directors. Such written consents shall be treated for all purposes as a vote at a meeting.

Section 8. Deadlock of Board.

In the event of a deadlock of the Board of Directors, a special meeting of the Members of the Corporation shall be called under Section 2 of Article III hereof. The purpose of such a meeting shall be the election of a new Board of Directors.

Section 9.

Committees.

The Board of Directors, by vote of a majority of the Directors then in office, may elect from its number an Executive Committee or other committees and may delegate thereto some or all of its powers except those which by law, by the Articles of Organization, or by these By-Laws may not be delegated. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-Laws for the Board of Directors. All members of such committees shall hold such offices at the pleasure of the Board of Directors. The Board of Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its power shall upon request report its action to the Board of Directors. The Board of Directors shall have power to rescind any action of any committee.

Section 10.

Meeting by Telecommunications.

Members of the Board of Directors or any committee elected thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE V

OFFICERS AND AGENTS

Section 1.

Enumeration; Qualification.

The Officers of the Corporation shall be a President, a Vice President, a Treasurer, a Clerk, and such other Officers, if any, as the

incorporators at their initial meeting, or the Directors from time to time, may in their discretion appoint. Any Officer may be but none need be a Director. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any two or more Offices may be held by the same person.

Section 2. Powers.

Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, each Officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such duties and powers as the Directors may from time to time designate.

Section 3. Election.

The President, the Vice-President, the Treasurer and the Clerk shall be elected annually by the Directors at their first meeting following the annual meeting of the Members. Other Officers, if any, may be elected or appointed by the Board of Directors at said meeting or at any other time.

Section 4. Tenure.

Except as otherwise provided by law or by the Articles of Organization or by these By-Laws, the President, the Vice-President, the Treasurer and the Clerk shall hold office until the first meeting of the Directors following the next annual meeting of the Members and until their respective successors are chosen and qualified, and each other Officer shall hold office until the first meeting of the Directors following the next annual meeting of the Members and until their respective successors are chosen and qualified, unless a different period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the Directors.

Section 5.

Chairman of the Board of Directors

The Chairman of the Board of Directors, if any is elected, shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors. The Chairman of the Board, and if none, the President shall, in either case with the consent of the Board, appoint the member of all committees.

Section 6.

President and Vice-President.

The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Unless otherwise provided by the Board of Directors he shall preside, when present, at all meetings of Members and of the Board of Directors.

In the absence or disability of the President, his powers or duties shall be performed by the Vice-President.

The Vice-President shall have such duties and powers as the Directors shall determine.

Section 7.

Treasurer.

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. He shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Board of Directors may otherwise provide.

In the absence or disability of the Treasurer, his powers and duties shall be performed by such other officer as may be designated by the Board of Directors.

Section 8.

Clerk.

The Clerk shall keep a record of the meetings of Members and of the Board of Directors. In the event there is no Secretary or he is absent,

the Clerk shall keep a record of the meetings of the Board of Directors. In the absence of the Clerk from any meeting of Members, such other office as may be designated by the person presiding at the meeting shall perform the duties of the Clerk.

Section 9 Executive Director.

The Executive Director shall manage the day to day affairs, activities, and functions of the corporation, all subject to the control of the Directors and of the President. The Directors and President may delegate additional functions to the Executive Director as allowed by law. The Executive Director shall be an agent of the corporation and shall be elected annually by the Board on terms and compensation set by the Board.

ARTICLE VI

RESIGNATIONS, REMOVALS AND VACANCIES

Section 1. Resignations.

Any Director or Officer may resign at any time by delivering his resignation in writing to the President or the Clerk or to a meeting of the Directors. Such resignation shall take effect at such time as is specified therein, or if no such time is so specified then upon delivery thereof.

Section 2. Removals.

Directors, including persons elected by the Directors to fill vacancies on the Board, may be removed with or without cause by vote of the majority of the Members entitled to vote in the election of Directors.

The Directors may by vote of a majority of the Directors then in office remove any Director for cause.

The Directors may remove any officer appointed by the Directors from office with or without cause by vote of a majority of the Directors then in office.

If cause is assigned for removal of any Director or officer, such Director or Officer may be removed only after a reasonable notice and opportunity to be heard before the body proposing to remove him.

The Directors may terminate or modify the authority of any agent or employee.

No Director or officer shall receive or be entitled to compensation for services performed in connection with or on behalf of the Corporation.

Nothing contained in this Section shall affect any rights to indemnification to which corporate personnel other than Directors and Officers may be entitled by contract or otherwise under law.

Section 3.

Vacancies.

Any vacancy on the Board of Directors, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the Directors then in office, or in the absence of such election by the Directors, by the Members at a meeting called for the purpose.

If the office of any Officer becomes vacant, the Directors may elect or appoint a successor by vote of a majority of the Directors present at the meeting at which such election or appointment is made.

Each such successor shall hold office for the unexpired term of his predecessor and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OTHERS

The Corporation shall, to the extent legally permissible, indemnify each of its Directors and Officers against all liabilities and expenses,

including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Director or Officer, provided, however, that as to any matter disposed of by a compromise payment by such Director or Officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the Corporation, after notice that it involves such indemnification:

(1) by a disinterested majority of the Directors then in office;

or

(2) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation; or

(3) by a majority of the Members not including the indemnified Officer or Director.

Expenses, including counsel fees, reasonably incurred by any Director or Officer in connection with the defense or disposition of any such action, suit, or other proceeding shall be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such Director or Officer to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized under this Section.

If in an action, suit, or proceeding brought by or in the right of the Corporation, a Director of the Corporation is held not liable for monetary damages, whether because that Director is relieved of personal liability under the provisions of Article 4 (as amended) of the Articles of Organization or otherwise, that Director shall be deemed to have met the standard of conduct set forth above and to be entitled to indemnification for expenses reasonably incurred in the defense of such action, suit, or proceeding.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled. As used in this Section, the terms "Director" and "Officer" include the relevant individual's heirs, executors, and administrators, and an "interested" Director or Officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Nothing contained in this Section shall affect any rights of indemnification to which corporate personnel other than Directors and Officers may be entitled by contract or otherwise under law.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. Execution of Papers.

All deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts and other obligations authorized to be executed on behalf of the Corporation shall be signed by the President except as the Directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities.

Except as the Directors may generally or in particular cases otherwise specify, the President or the Treasurer may on behalf of the Corporation vote or take any other action with respect to shares of stock or beneficial interest of any other corporation, or of any association, trust or firm, of which any securities are held by this Corporation, and may appoint any person or persons to act as proxy or attorney-in-fact for the Corporation, with or without power of substitution, at any meeting thereof.

Section 3. Corporate Seal.

The seal of the Corporation shall be a circular die with the name of the Corporation, the word "Massachusetts" and the year of its incorpora-

tion cut or engraved thereon, or shall be in such other form as the Board of Directors may from time to time determine.

Section 4. Fiscal Year.

Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall in each year end on June 30.

Section 5. Corporate Record.

The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and Members shall be kept in Massachusetts at the principal office of the Corporation, or at an office of its Clerk or of its resident agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection by any Member for any proper purpose.

Section 6. Evidence of Authority.

A certificate by the Clerk as to any matter relative to the Articles of Organization, By-Laws, records of the proceedings of the incorporators, Members, Board of Directors, or any committee of the Board of Directors, or as to any action taken by any person or persons as an Officer or agent of the Corporation, shall as to all persons who rely thereon in good faith be conclusive evidence of the matters so certified.

Section 7. Waiver of Notice.

Whenever under the provisions of these By-Laws or of any statute, any stockholder or director is entitled to notice of any regular or special meetings or any action to be taken by the Corporation, such meeting may be held or such action taken without the giving of such notice, provided every shareholder or director entitled to such notice waives in writing the requirements of these By-Laws in respect thereto.

ARTICLE XI

AMENDMENTS

These By-Laws may be amended or repealed in whole or in part by the affirmative vote of a majority of the Members entitled to vote at any annual or special meeting of Members. No change in the date fixed in these ByLaws for the annual meeting of Members may be made within sixty (60) days before the date fixed in these ByLaws, and in case of any change in such date, notice thereof shall be given to each Member in person or by letter mailed to his last known post office address at least twenty (20) days before the new date fixed for such meeting.

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