

BY-LAWS

of Union Park Association, Inc.
dba Union Park Neighborhood Association

ARTICLE FIRST

DIRECTORS

Section 1. Number. The property, affairs and business of the corporation shall be managed by a Board of Directors which shall consist of not less than three nor more than fifteen persons as the members having voting power may at the annual or a special meeting in lieu of the annual meeting of members determine and elect. If a vacancy or vacancies shall occur, for any reason, in the membership of the Board, other than through removal by member action, the remaining directors or director, quorum requirements notwithstanding, may elect a successor or successors.

Section 2. Increase or Decrease. The Board of Directors shall have the power at any time when a members meeting is not in session, to increase or decrease their own number within the limits provided in Section 1 above. If the number of directors is to be increased, the additional directors may be elected by a majority of the directors at the time in office or, if not so elected prior to the next following meeting of members, by the members. If the directors vote to decrease their number, the decrease shall become effective to the extent made possible by vacancies on the board of director or by resignations and no director may be removed solely for the purpose of effecting such decrease.

Section 3. Removal. Directors may be removed from office with cause by the Board of Directors or with or without cause by the members at a meeting called at least in part for the purpose of considering removal upon the affirmative vote of a majority of the Board of Directors or a majority of the members. Removal may be effected with cause only after reasonable notice to each director proposed to be removed and the opportunity to be heard by the body proposing removal.

Section 4. Term of Office. The term of office of a director elected at the annual meeting of the members shall be one year, provided, however, that he shall hold his office until his successor shall be elected and qualified. A director elected by the members at other than the annual meeting; of members, or elected by the directors, shall hold office until the next annual meeting of the members and the election and qualification of his successor.

Section 5. Meetings. The Board of Directors shall meet at the principal office of the corporation or at such other place within the United States as may from time to time be fixed by resolution of the Board or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such times as the Board may by resolution fix; special meetings may be held at any time upon the call of the President or a Vice President or the Clerk, or of any two directors, by notice specifying the purpose of the meeting served on or sent or mailed to each director not less than two days before the meeting.

A meeting of the Board of Directors may be held without notice immediately after the annual meeting of members. Notice need not be given of any regular meeting of the Board. Notice of a meeting need not be given to a director, if a written waiver of notice, executed by him before or after the meeting is filed with the records of the meeting, nor to any director attending a meeting with protesting the lack of notice prior to or at the commencement of the meeting.

Section 6. Committees. The Board of Directors may, by the affirmative vote of a majority of the Board, appoint committees which shall have and exercise such powers as may be permitted by law and as shall be conferred or authorized by the resolution appointing them. A majority of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power at any time to fill vacancies in, change the membership of, or discharge any such committee.

Section 7. Management. The Board of Directors shall have the entire charge, control and management of the corporation and its property and business and may exercise all or any of its powers. Among other things the Board may (1) appoint and at its discretion remove or suspend such subordinate officers, agents and employees as it from time to time thinks fit, determine their duties, and fix and, from time to time as it sees fit, change their salaries and compensation; (2) appoint any officer, permanently or temporarily as it sees fit, to have the powers and perform the duties of any other officer; (3) appoint any persons to be agents of the corporation (with the power to sub-delegate) upon such terms as it sees fit; (4) appoint any person or persons to accept and hold in trust for the corporation any property belonging to the corporation or in which it is interested and cause such instruments to be executed, and do and cause to be done such things as it may deem requisite, in relation to any such trust.

Section 8. Quorum and Voting. The presence of a majority of the members of the Board of Directors acting at a meeting duly assembled, shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum exists shall be the act of the Board of Directors. If, at any meeting of the Board of Directors, less than a quorum shall be present, a majority of the directors present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

Section 9. Chairman. The directors may elect from their number a Chairman of the Board who shall preside at all meetings of the Board of Directors and may have such additional powers and responsibilities, executive or otherwise, as may from time to time be vested in him by resolution of the Board of Directors.

Section 10. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if prior to such action a verbal or written consent thereto is obtained from a majority of members of the Board or of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or the Committee.

ARTICLE SECOND

OFFICERS

Section 1. General. The Board of Directors, as soon as may be after its election in each year, shall elect a President, a Clerk and a Treasurer, and from time to time may appoint one or more Vice Presidents and such Assistant Clerks, Assistant Treasurers and such other officers, including a Secretary to the Board of Directors, agents and employees as it may deem proper. The President, Treasurer and Clerk shall be chosen from among the directors.

Section 2. Term of Office. The term of office of all officers shall be one year and until their respective successors are elected and qualify, but any officer may at any time be removed from office, with or without cause, as provided by law, by the affirmative vote of a majority of the members of the Board of Directors then in office at a meeting called for the purpose. If removal of any officer be proposed for cause, reasonable notice shall be provided such officer and an opportunity to be heard by the Board. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors in accordance with the preceding Section 1.

Section 3. President. The President when present shall preside at all meetings of the members and, unless a Chairman of the Board has been appointed and is present, at all meetings of the Board of Directors. It shall be the duty of the President, and he shall the power to see to it, that all orders and resolutions of the Board are carried into effect. The President, as soon as reasonably possible after the close of each fiscal year, shall submit to the Board a report of the operations of the corporation for such year and a statement of its affairs, and shall from time to time report to the Board all matters within his knowledge which the interests of the corporation may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Board shall designate.

Section 4. Vice President. In the absence or disability of the President, his powers and duties shall be performed by the Vice President. The Vice President shall have such powers and perform such other duties as the Board shall from time to time designate.

Section 5. Treasurer. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as shall be designated by the Board or in the absence of such designation in such depositories as he shall from time to time deem proper. He shall disburse the funds of the corporation as ordered by the Board, taking proper vouchers for such disbursements. He shall promptly render to the President and to the Board such statements of his transactions and accounts as the President and Board respectively may from time to time require. If required by the Board he shall give bond in such amount, with such security and in such form as the Board shall determine. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Board may designate.

Section 6. Assistant Treasurer. In the absence or disability of the Treasurer, his powers and duties shall be performed by the Assistant Treasurer, if only one, or, if more than one, by the one designated for the purpose of the Board. Each Assistant Treasurer shall have such other powers and perform such other duties as the Board shall from time to time designate.

Section 7. Clerk. The Clerk shall, unless the corporation has designated a Resident Agent in the manner provided by law, be a resident of the Commonwealth of Massachusetts. It shall be his duty to record in books kept for the purpose of all votes and proceedings of the members and, if there be no Secretary, of the Board of Directors. The Clerk shall perform such duties and have such powers additional to the foregoing as the Board shall designate. The Assistant Clerk, if one be elected or appointed, shall perform the duties of the Clerk during the Clerk's absence as well as such other duties as may be assigned to him by the Board. In the absence of the Clerk or Assistant Clerk at any meeting of members or, if there be no Secretary, of the directors, a Clerk pro tempore shall be chosen by the meeting to perform the duties of the Clerk thereat.

Section 8. Secretary. The Secretary, if there be one, shall attend all meetings of the Board of Directors and shall record the proceedings thereat in books provided for the purpose.

Section 9. Resignation. Any officer and any director may resign at any time by delivering his resignation to the corporation at its principal office or to the President, Clerk or Secretary. Such resignation shall be effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition shall be specified, upon its receipt.

Section 10. Voting of Corporation Securities. Unless otherwise ordered by the Board of Directors, the President, or in the event of his inability to act, the Vice President designated by the Board of Directors to act in the absence of the President, shall have full power and authority on behalf of the corporation to attend and to act and to vote at any meetings of security holders of corporations in which the corporation may hold securities, and at such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such securities, which, as the owner thereof the corporation may possess and exercise. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

ARTICLE THIRD

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director or officer, present or former, of the corporation or of any other corporation a majority of the stock of which is owned by the corporation shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit, or proceeding in which he may be involved by reason of his being or having been such director or officer, such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailing costs of litigation. The corporation shall not, however, indemnify any director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit, or

proceeding to have been derelict in the performance of his duty as such director or officer, not in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law. In determining the reasonableness of any settlement, the judgment of the Board of Directors shall be final.

ARTICLE FOURTH

MEMBERS

Section 1. Eligibility and Membership. Any person who resides or owns property, or any person or entity that does business within the following geographical area shall be eligible for membership: Union Park or Union Park Street between Montgomery Street and Harrison Avenue, all of Upton Street, Tremont Street or Shawmut Avenue between West Dedham Street and the passageway behind Waltham Street, Washington Street and Harrison Avenue between West Dedham Street/Monsignor Reynolds and Waltham Street. Membership shall be for one year and any person or entity that meets the above geographic requirement for any part of the membership year shall become a member for the balance of the year.

Members shall be those persons or entities who meet the above requirements and who pay a yearly membership fee set by the Board of Directors and approved by the majority vote of the members at the annual or a regular meeting of the members. Each member shall have one vote.

Section 2. Meetings. The annual meeting of the members of the corporation shall be held at the principal office of the corporation, Boston, Massachusetts, or at such other place within the Commonwealth of Massachusetts or elsewhere within the United States of America as the Board of Directors shall fix, or in the absence of any such designation, such place as may be designated by the Clerk in the notice of the meeting or the place to which any annual meeting shall be adjourned, on the second Tuesday of January at 7 P.M. each year to elect a Board of Directors, to hear the reports of the officers, and to transact other business. If the day fixed for the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day not a legal holiday. No change may be made in the date fixed herein for the annual meeting within sixty days of such date and notice of any such change shall be given the members entitled to notice of the meeting at least twenty days before the new date fixed for such meeting. If the election of directors shall not be held on the day herein designated for an annual meeting, or at an adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. At such special meeting the members may elect the directors and transact other business with the same force and effect as at an annual meeting duly called and held. Regular meetings shall be held at such times as the members shall fix by majority vote at the annual meeting. Notice of such regular meetings shall be posting, telephone or mailing reasonably calculated to reach all members.

Section 3. Special Meetings. Special meetings of the members may be called by the President or by the directors, and shall be called by the Clerk, or in the event of his death, absence, incapacity

or refusal by any other officer, upon the written application of ten percent or more of the members. Notice shall be given in the manner set forth in Section 4 below and shall state the time, place and purpose of the meeting. Special meeting shall be held at the office of the corporation in Boston, Massachusetts, or at such other place within the Commonwealth of Massachusetts or elsewhere within the United States of America, as the directors may fix, or, if the meeting is called upon the application of members, at such place as shall be stated in the Application therefor, or the place to which such meeting may be adjourned.

Section 4. Notice of Meetings. Written notice of the place, date and hour, and specifying the purpose of every meeting of members, shall be given by the Clerk or by any other office designated by the directors or these By-Laws, at least two days before the meeting. If a special meeting is called upon written members application and the Clerk shall be unable or shall refuse to give notice thereof, notice may be given by any other officer of the corporation. Such notice may be delivered in hand to each member entitled to notice or posted prominently, at his residence or usual place of business or mailed to him, postage prepaid, addressed to his business or mailed to him, postage prepaid, addressed to his address as it appears in the records of the corporation.

Section 5. Quorum. At all meetings of members quorum for the transaction of business shall consist of a majority of members present and entitled to vote on any matter.

Section 6. Action Without Meeting. Any action required or permitted at any meeting of the members, including the election of directors or officers, may be taken without a meeting if prior to such action consent thereto is given by a majority of the members and such written consent is filed with the minutes of the meeting of members.

ARTICLE FIFTH

MAINTENANCE AND INSPECTION OF RECORDS

The corporation shall maintain in the Commonwealth of Massachusetts the original or attested copies of its Articles of Organization, By-Laws and records of all meetings of incorporators and members, as well as a list of the names and addresses of all active members. Such copies and records may be maintained at the principal office of the corporation or an office of its transfer agent or the office of the Clerk and shall be open at all reasonable times to the inspection of any member for a proper purpose. The directors may from time to time make reasonable regulations as to the time, place and manner of inspection by the member of such copies and records and the books, accounts, documents and other records of the corporation. All records of the corporation shall be open to inspection by any member of the Board at all reasonable times.

ARTICLE SIXTH

CHECKS, NOTES, DRAFTS AND OTHER INSTRUMENTS

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any officer or officers or person or persons authorized by the Board of Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by said Board to do so.

ARTICLE SEVENTH

SEAL

The seal of the corporation shall be circular in form, bearing the inscription Union Park Association, Inc., 1979. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the directors) to any instrument requiring the corporate seal.

ARTICLE EIGHTH

FISCAL YEAR

The fiscal year of the corporation shall be the year ending with the 31st day of December in each year.

ARTICLE NINTH

CONTROL OVER BY-LAWS

These By-Laws may be amended and any new By-Laws adopted by affirmative vote of the members entitled to vote or to the extent permitted by law and as conferred by the Articles of Organization, by the Board of Directors; provided, however, that notice of a proposal to amend these By-Laws or adopt new By-Laws shall be included in the notice of any meeting at which such amendment or adoption will be considered. Any amendment of these By-Laws or any new ByLaws adopted by the Board of Directors may be amended or repealed by the members.

ARTICLE TENTH

EFFECT OF PROVISIONS OF LAW AND ARTICLE OF ORGANIZATTON

Each of the provisions of these By-Laws shall be subject to and controlled by any specific provisions of law or the Articles of Organization which relate to their subject matter, and shall also be subject to any exceptions, or more specific provisions, dealing with the subject matter, appearing elsewhere in these By-Laws as amended from time to time.

Declaration

We, the undersigned members of the Union Park Neighborhood Association Board of Directors do hereby certify that the attached By-Laws are complete and accurate copies of the original documents.

Board of Directors