

BYLAWS

of

STEP, the Somerville Transportation Equity Partnership, Inc.

These BYLAWS were adopted on January 31., 2005, by majority vote at a meeting of ___people who live and/or work in Somerville and who have shown their support for the goals of the Somerville Transportation Equity Partnership as described in this document.

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this organization is Somerville Transportation Equity Partnership, Inc. a.k.a. STEP, located in Somerville, Massachusetts and shall herein be referred to as "STEP."

Section 1.2 Offices. The principal business office of STEP shall be at _____ Somerville, Massachusetts _____. STEP may also have offices at such other places as the STEP may require.

Section 1.3 Fiscal Year. The fiscal year of the STEP shall begin on September 1 and end on the following August 31 of each year.

ARTICLE 2

Purpose and Mission Statement

MISSION: STEP, the Somerville Transportation Equity Partnership, is an organization of concerned residents advocating for greatly needed transportation improvements for Somerville. Our mission is to secure transportation for Somerville which will increase social equity, environmental health and economic opportunity. We welcome residents, businesses and government to join in this work.

Purpose: To improve transportation and quality of life for Somerville residents we propose to be a resource for information about transportation issues that affect the quality of life for all Somerville residents with particular focus on environmental justice concerns within the city. We will reach out to all residents of Somerville and call for:

- Extending the Green Line into Somerville to meet needed transit service, relieve traffic on the Route 28 Corridor, and revitalize Union Square.
- Locating an Orange Line Stop at Assembly Square to serve economic and mixed-use development and to relieve traffic on the Route 28 Corridor.

- Developing a Green Line spur or commuter rail stops along the Lowell Line with Washington Street, Gilman Square and Ball Square stations.
- Extending the Community Path to Cambridge and Boston, and promotion of healthy, safe and pleasant bicycling and pedestrian routes city-wide.
- Improving the Route 28 Corridor to create a livable, bikeable, and walkable boulevard that is an asset to abutting neighborhoods and commercial districts.
- Improving air quality by reducing emissions from buses, trains, trucks and automobiles.
- Such other improvements to transportation and related matters in Somerville as STEP may deem appropriate in the future.

Section 2.1 Listserv for Communication with Somerville residents and others interested in improving transportation in Somerville, MA.

- a. Maintenance of the organization's email list, adding new names as requested.
- b. Shall ensure that all members are notified of upcoming general membership meetings on the listserv.
- c. Shall archive documents as recommended by the STEP Steering Committee.
- d. The moderator of the listserv is appointed by the Officers of STEP.

Section 2.2 Website www.somervillestep.com and www.somervillestep.org (or other website addresses as the case may be)

- a. Shall maintain up-to-date information about STEP meetings and minutes on the web site.
- b. Shall post a list of upcoming meetings and conferences of interest to STEP members
- c. Shall post relevant news articles, public documents, policy and legislative information and relevant research.

ARTICLE 3

Governance and Membership

Section 3.1 Membership. Any person who has attended at least two

meetings of the previous twelve general membership meetings and has registered with the Secretary as a member shall be considered a member of STEP. Persons registered on the listserv are not members unless they meet the above requirements. Members will be able to vote on actions taken by STEP to address Somerville transportation Issues.

Section 3.13 Membership Dues:

In order to be a voting member of STEP the annual payment of dues will be required. The annual dues will be \$10.00. These dues can be waived for inability to pay for individuals at the discretion of the treasurer.

Section 3.2 Composition and Election of Officers. Each year, members of the organization who are eligible to vote shall elect a President, Secretary, and Treasurer who shall serve as Officers until such time as the next election, or until they shall resign or be removed. STEP officers also serve as members of the Steering Committee. In addition to the President, Secretary and Treasurer, STEP membership shall elect at least two and as many as ten members to the Steering Committee. All Officers must be voting members of STEP and either live or work in Somerville.

Section 3.3 Authority of Steering Committee. The Steering Committee will recommend actions and set policy for STEP.

Section 3.3a Nomination of Officers. The Officers shall determine the manner by which new Officers are nominated. Members shall also be permitted to submit additional nominations for new officers. All nominations shall be submitted at least thirty days before the annual meeting of the membership and shall be distributed in the notice for the annual meeting.

Section 3.5 Meetings. STEP shall hold general membership meetings approximately once a month and the Steering Committee may select the time and place for other meetings. Other meetings of the Steering Committee may be called by the President or by a majority of the officers. Monthly meetings will be held on the third Monday of each month unless otherwise noted.

The officers shall hold an annual meeting each year. Election of officers and members of the Steering Committee will be held at the annual meeting.

Section 3.6 Voting and Terms of Office Officers shall be elected by the voting membership of STEP at the Annual Meeting and shall serve for a term of one year until the next Annual Meeting, or until they resign or are removed from their positions under the procedures outlined in these by-laws.

Officers may succeed themselves in office and there shall be no limit to the number of successive terms an individual may serve in an elected position.

Section 3.7 Action Without a Meeting. Any action required or permitted to be taken at any Steering Committee meeting may be taken without a meeting if

a consent in writing, setting forth the action as taken, shall be signed by all of the officers with respect to such subject matter. Such consent, shall have the same force and effect as a vote of the officers.

Section 3.9 Committees. The officers may create such standing and special committees as they determine to be in the best interest of the STEP. The officers shall determine the duties, powers, and composition of such committees, except that the officers shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the officers at such meetings as the officers may designate, a report of the actions and recommendations of such committees for consideration and approval by the officers of directors. Any committee may be terminated at any time by the officers.

Section 3.10 Compensation. Officers as such shall not receive any salaries for their services as an officer of STEP, but shall not be precluded from serving STEP in any other capacity and receiving reasonable compensation.

Section 3.11 Resignation or Removal of Officers. Any officer may resign by delivering a written resignation to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

An officer may be removed for just cause. Procedures for removal of an Officer are as follows:

- a. Any member in good standing of the organization may request the removal of an officer for good cause. The request should be submitted to the Steering Committee with an explanation of the reasons for removal.
- b. The Steering Committee will notify the officer whose removal is being proposed and invite him/her to respond to the Steering Committee at a meeting scheduled at least two weeks from the date notice is sent to the officer.
- c. The Steering Committee will then consider the matter and determine whether there is good cause to remove the officer.
- d. If the Steering Committee determines that cause has been established it will vote to bring the issue to the next general membership meeting which will allow at least two weeks notice to the general membership that there will be a vote on removal of an officer.

The issue of removing an officer shall be put on the agenda of the meeting without specifics of the cause.

The officer to be removed shall be notified not less than two weeks prior to the general membership meeting at which the matter will be discussed and voted upon and will have an opportunity to address the matter at the meeting.

Section 3.12 Vacancies

Should any elected officer's position become vacant, the Secretary (or in the absence of a Secretary, the President) shall notify the general membership by email and the position shall be posted on the list serve at least two weeks prior to the next general meeting. Members will be notified that an election will be held at the next general membership meeting to fill the vacant officer's position. An officer so elected will serve until the next annual meeting.

ARTICLE 4

Section 4.5 President

The President shall preside at all meetings of the officers. The President, or other proper officer of STEP authorized by the officers, may sign any proposals requesting funding for STEP activities or for research associated with accomplishing STEP's mission, contracts, or other instruments which the officers have authorized to be executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the officers from time to time.

The President shall have the following powers and responsibilities. S/he:

- a. Shall facilitate general membership meetings.
- b. Is the authorized spokesperson of STEP, but can designate others to represent STEP.
- c. Will serve as President of the Steering Committee and shall be an ex-officio member of all standing and ad-hoc committees of the organization.
- e. Shall announce general meetings and shall propose agendas with input from the Steering Committee and STEP members.

Section 4.6 Treasurer. The treasurer of STEP shall:

- a. At the request, or in the absence or disability of the President and the Secretary, the Treasurer shall perform the duties of the President.
- b. Maintain accurate financial records for the organization.
- c. Pay organizational expenses in a timely manner.
- d. Report on finances and balances at each general meeting.
- e. Be responsible for collecting and depositing dues and donations of STEP determines that dues will be collected from members.

- f. Serve as a member of the Steering Committee.

Section 4.7 Secretary. The Secretary shall keep the minutes of the meetings of the officers and

- a. At the request, or in the absence or disability of the President, the Secretary shall perform the duties of the President.
- b. Shall maintain accurate records of general membership meetings and of Steering Committee meetings.
- c. Shall maintain accurate attendance records for general meetings and meetings of the Steering Committee.
- d. Shall tabulate and keep records of written votes (such as but not limited to endorsement votes).
- e. Shall post minutes of monthly meetings on the listserv and forward minutes to the webmaster for www.SomervilleSTEP.com.
- f. Shall register persons wishing to be members and shall maintain an accurate roll of members in good standing.

ARTICLE 5

Organizational Transactions

Section 5.1 Contracts. The officers may authorize any officer or officers, agent or agents of the STEP in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the STEP, and such authority may be general or confined by specific instances.

Section 5.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the STEP, shall be signed by the President, treasurer, or such other officer or agent of the STEP as from time to time may be determined by the officers. In the absence of such determination of the officers, such instruments shall be signed by the President or treasurer of the STEP.

Section 5.3 Deposits. All funds of STEP shall be deposited from time to time to the credit of STEP in such banks, trust companies, brokerages, or other depositories as the officers shall select.

Section 5.4 Contributions. The officers or any authorized officer or agent may accept on behalf of STEP any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the STEP.

ARTICLE 6

Books and Records

STEP shall keep correct and complete books and records of account; minutes of the proceedings of officers; and a register of the names and addresses of the officers of the STEP. All books, and records of STEP may be inspected by any officer, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 7

Restrictions on Activities

Notwithstanding any other provisions of these bylaws, no officer, member, employee, agent, or any other representative of the STEP shall take any action or carry on any activity by or on behalf of STEP not permitted to be taken by an organization exempt under section 501(c)3 of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

ARTICLE 8

Dissolution

In the event of dissolution of STEP, the officers shall, after paying or making provisions for the payment of all of the liabilities of STEP to the extent assets of STEP permit, dispose of all the assets of STEP exclusively for the purposes of STEP, as the officers shall determine, in such manner as required by section 501(c)3 of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts.

ARTICLE 9

Conflicts of Interest

Whenever an officer has a financial or personal interest in any matter coming before the officers, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested officers determine that it is in the best interest of STEP to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 10

Personal Liability

No officer of STEP shall be personally liable to STEP for monetary damages for or arising out of a breach of fiduciary duty as an officer notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the STEP, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

ARTICLE 11

Indemnification

The STEP shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or employee of STEP against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the STEP; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between STEP, the indemnified officers, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or employee under this Article shall apply to such officer or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 12

Amendments to Bylaws

These bylaws may be amended or repealed by a two-thirds majority vote of the Membership in attendance and voting at any special or annual meeting. A description of proposed amendment or repeal shall be set forth in the notice of the meeting.

(End of Bylaws)