



## **BOSTON GROUNDWATER TRUST BYLAWS** **Revised November, 2018**

These Bylaws supplement the Declaration of Trust and contain more detailed instruction for the governance of the Boston Groundwater Trust.

### **ARTICLE 1. MEETINGS**

- 1.1 Special Meetings: Special meetings of the Trust shall be called by the Chairperson or when requested in writing by a majority of the Constituent Trustees.
- 1.2 Notice of Meetings: Written or printed notice stating the place, day and hour of any meeting shall be delivered either personally or by mail, fax or e-mail to each Trustee not less than five (5) days before the date of such meeting, by or at the direction of the Chairman, or the Trustees calling the meeting. When special meetings are called, the purpose or purposes for which the meetings are called shall be stated in the notice.
- 1.3 Meeting Procedures: The Chairperson shall call each meeting to order when a quorum is present. The Secretary shall note the attendance of each meeting in the minutes. Business shall be initiated by a motion brought to the floor for debate and voting.

### **ARTICLE 2. BOARD OF TRUSTEES**

Constituent Trustees: Trustees nominated by neighborhood or business organizations shall be referred to as Constituent Trustees to distinguish them from ex officio trustees.

### **ARTICLE 3. BOARD OF ADVISORS**

The Board may designate certain persons or groups of persons as members of a Board of Advisors, or such other title as they deem appropriate, to further the goals of the Trust. Such persons shall serve in a fiduciary capacity and shall have whatever powers the Board shall serve in a fiduciary capacity and shall have whatever powers the Board shall designate.

### **ARTICLE 4. AMENDMENTS**

These Bylaws may be amended by the affirmative vote of a majority of the members of the Board of Trustees present and voting at any meeting of the Board, provided that notice of the substance of the proposed amendment is given in the call for the meeting. Such notice must be given in accordance with these Bylaws.



## ARTICLE 5. DIVISIONS AND AFFILIATES

The Trust may from time to time affiliate itself with such other organizations as the Board of Trustees may deem appropriate. The Board may adopt such rules and procedures as it may deem appropriate for the administration of such divisions.

## ARTICLE 6. CHECKS, CONTRACTS AND OTHER INSTRUMENTS

- 6.1 All checks drawn on bank accounts of the Trust shall be signed on its behalf by the Collector-Treasurer, *ex officio*, or the Chairperson, or the Secretary or by such officer or agents as the Board may designate.
- 6.2 The Board may authorize any officer in the name of or on behalf of the Trust to enter into any contract or execute and deliver any deed, note, or other instrument. Such authority shall be confined to specific instances.
- 6.3 Unless so authorized, no officer or agent shall have the power or authority to bind by any such contract or instrument to render the Trust financially liable for any purpose or to any amount.
- 6.4 The Trust may make contracts with financial institutions for electric transfer of Trust funds to Trust employees for their salaries (direct deposit).
- 6.5 The Executive Director may establish electronic bill payments for recurring expenses.

## ARTICLE 7. ACCOUNTING PROCEDURES

- 7.1 Expense Procedure
  - 7.1.1 Checks, except for regular straight time payroll, shall only be issued after expense is approved.
  - 7.1.2 All invoices, except those for expenses of the executive director, shall be approved by the executive director.
  - 7.1.3 Expenses of the executive director shall be approved by one of the co-chairs.
  - 7.1.4 Checks below \$5000 require one signature of either a co-chair or the treasurer.
  - 7.1.5 Checks \$5000 or above require two signatures from co-chairs and/or treasurer.
  - 7.1.6 Under no circumstances may a trustee who approves payment be a signature on the check.



## Bank Statement Procedure

- 7.1.7 The Board may, at any time, impose additional procedures or controls.
- 7.1.8 Trust monthly bank statements will be emailed to the Treasurer for review. The Treasurer can also log into Trust bank accounts online to review monthly bank statements.
- 7.1.9 Treasurer matches checks and payments to approved bills.
- 7.1.10 Treasurer reviews and emails monthly investment statement to the Executive Director for completion of monthly reconciliation.
- 7.1.11 Executive director prepares monthly reconciliation and emails it to the Treasurer and co-chairs.
- 7.1.12 Treasurer and co-chairs review monthly reconciliation.
- 7.1.13 Reconciliation presented to Board as part of Treasurer's Report.

## ARTICLE 8. OFFICES

- 8.1 Principal Office: 229 Berkeley St, Suite 410, Boston, Mass. 02116
- 8.2 Other Offices: The Trust may also have offices at such other place or place within the City of Boston as the Board of Trustees may from time to time to determine or as the activities of the Trust may require

## ARTICLE 9. COMMITTEES

The Board of Trustees may create and abolish any standing or special committees and define their charge and duties. The chairperson shall appoint members and leaders of each committee.

## ARTICLE 10. WEBSITE

The Trust shall maintain an Internet website where it shall post all well readings, meeting announcements, and other materials for public use.

## ARTICLE 11. OPEN MEETINGS

The Trust shall comply with the Open Meeting Law in accordance with the requirements and procedures of G.L. c.30A, §§18-25 and any repeals or edits going forward.



## ARTICLE 12. EMPLOYMENT OF STAFF

The Trust may hire qualified people to do its work and maintain a proper payroll system for such employment. The Trust may delegate to an Executive Director the hiring and contractual terms of all subordinate employees.

NOTE: These by-laws were adopted by the Trustees of the Boston Groundwater Trust on June 16, 2005 and replace all previously existing by-laws.

NOTE 2: These by-laws were revised on January 19, 2012 to reflect a change in the Trust's office location.

NOTE 3: These by-laws were revised on September 15, 2016 to update the Trust's compliance with the Open Meeting Law.

NOTE 4: These by-laws were revised on November 8, 2018 to revise accounting procedures for payment of recurring expenses and opening of monthly bank statements.