

Bylaws Of The Davis Square Neighborhood Council

Article 1: **Definitions**

Section 1.1: **Name**

The name of this organization is “Davis Square Neighborhood Council” (abbreviated herein to “DSNC”).

Section 1.2: **Composition**

The DSNC comprises an executive board (herein, “Board”) and all neighborhood council members (herein, “Members” or “Membership”). The “Neighborhood Council” refers to the full body—all Members and the Board.

Section 1.3: **Neighborhood Boundaries**

The Davis Square Neighborhood Boundaries are defined in the Somerville neighborhood boundaries map and automatically reflect changes made by the city ([Appx. A: Neighborhood Boundaries Map](#)).

Section 1.4: **Fiscal Year**

The Fiscal Year ends on December 31st each year.

Article 2: **Purpose**

Section 2.1: **Objective**

To support Davis Square as an increasingly inclusive, vibrant, and accessible neighborhood and commercial center representing the creativity, diversity, interests, perspectives, and values of the people who live and work here. The DSNC shall achieve that as:

- A Community Benefits Neighborhood Council¹;
- A bridge to voice issues and concerns from community members to other bodies; and
- A forum to connect and empower members of the community to advocate for and work toward our common goals.

¹As defined by Chapter 7, Article IX, Section 7-220 of the City Of Somerville Code of Ordinances

Section 2.2: **Values**

2.2.1: **Accessibility** - Public spaces and local government must be accessible to all residents regardless of ability, finances, or government experience.

In practice:

- Seek improvements to physical accessibility in Davis Square
- Make the DSNC accessible by various means—including word choice, language, and means of communication that enable all residents to participate in what happens in their neighborhood and effectively advocate for their interests.

2.2.2: **Freedom** - People in Davis Square should be free to move, create, express, and enjoy.

In practice:

- Support personal autonomy and multimodal mobility
- Support the creation of art, a business, a building, a social movement
- Support free expression in the DSNC and Davis Square public space; support cultural expressions, festivals, and group activities
- Enjoy private property, public realm, cultural offerings, goods and services
- Empower people to exercise their freedoms while respecting the freedoms of others

2.2.3: **Inclusion** - We embrace all community members bringing their diverse backgrounds; respect for and curiosity about different perspectives leads us to the best decisions.

In practice:

- Have a Board that is representative of the community in Davis Square
- Ensure outreach efforts are in languages, formats, and locations to reach community members of marginalized groups.

2.2.4: **Interdependence** - We need and rely on each other to form and thrive in communities.

In practice:

- Discuss issues relevant to the community
- Connect people to other groups with common interests
- Collaborate with and represent Members in other groups—including the Somerville City government and the media

2.2.5: **Stewardship** - We sustain ecological balance and fiscal responsibility.

In practice:

- Consider parks, urban trees, and effects on nature and physical and mental health in the neighborhood as well as the built infrastructure, economic health, and local businesses
- Respect surrounding neighborhoods
- Support a vibrant, equitable, and sustainable public realm

2.2.6: **Transparency** - We owe our neighbors full access to information and open dialogue. A final decision shouldn't catch anyone in Davis Square by surprise.

In practice:

- Make all DSNC meetings, records, and communications accessible to the public whenever possible
- Seek and distribute information to Members about relevant city, developer, and advocacy projects in the neighborhood.
- Push all levels of government for increased transparency on relevant matters.

Article 3: **Members**

Section 3.1: **Membership Eligibility**

Any person may participate as a Member who:

- Resides within ½ mile of the Neighborhood Boundaries;
- Receives support services within the Neighborhood Boundaries;
- Is employed at a business located within the Neighborhood Boundaries;
- Operates a business located within the Neighborhood Boundaries;
- Owns real estate within the Neighborhood Boundaries;
- Regularly volunteers at an organization/agency located within the Neighborhood Boundaries;
- Attends school within the Neighborhood Boundaries; or
- Is determined to have a genuine local interest by a majority vote of the Board

To become a DSNC Member, a participant will complete a form with their name, physical address, email address, and qualifying Membership criteria. They will show documentation to prove they meet the membership criteria above. The Board will maintain a list of verified members who are eligible to vote. To ensure privacy, DSNC will not retain any documentation used to verify membership eligibility. Non-members may still join and participate on the DSNC mailing list and attend and participate fully in DSNC meetings, with the exception of voting.

Members shall not be charged dues or any other membership fees.

Article 4: **The Executive Board**

Section 4.1: **Board Composition**

There shall be a Board of 9 members: 4 Officers—a President, Vice President, Secretary, and Treasurer—and up to 5 additional Board members.

The Board must include at least 1 each of:

- **Davis Square homeowner**
(Primary residence within ½ mile of the Neighborhood Boundaries)
- **Davis Square renter**
(Primary residence within ½ mile of the Neighborhood Boundaries)
- **Davis Square business owner**
(Physical retail or commercial location in Neighborhood Boundaries)
- **Davis Square business worker**
(Physical retail or commercial location in Neighborhood Boundaries)

1 person can count for multiple of those categories.

Section 4.2: **Officers, Duties, And Powers**

The Board shall handle DSNC responsibilities between its meetings, plan DSNC meetings, make recommendations to the DSNC, and other duties specified in these bylaws.

4.2.1: **President**

The President shall chair all meetings, prepare agendas with input from DSNC Members, and perform other duties as the DSNC authorizes.

4.2.2: **Vice President**

The Vice President shall take over the duties of the President in the absence of the President.

4.2.3: **Secretary**

The Secretary, also referred to as the Clerk, shall ensure meeting minutes, attendance records, the active Member roster, and other non-financial files of the DSNC are maintained. They shall maintain and file government documents needed for Neighborhood Council functions. The Secretary and ≥1 other current Board member must have administrative access to DSNC online and other non-financial accounts. The Secretary will make all DSNC records accessible to the Board, and all DSNC records the Board doesn't deem sensitive accessible to the public, in the DSNC online file system. The Secretary will submit an annual report to the Somerville City Council within 30 days of May 1st of each year subsequent to recognition, containing, at minimum:

- The number of members for the previous year;
- Two designated individuals who shall receive notices from the city, with at least two methods of contact for each, including e-mail address, phone number, or mailing addresses;

- Names, addresses, e-mail addresses, and phone numbers, where available, of current officers and/or board members;
- A current copy of the bylaws or statement confirming there have been no changes to the bylaws since the last annual report; and
- The dates of all General Meetings in the previous year.

After each DSNC meeting, the secretary will report to the City Council the results of any DSNC votes taken by paper or electronic ballot—typically board elections or community benefits agreement votes. The Secretary shall update the City Council within 60 days of any vote to change DSNC election processes, organizational structure, or communication processes.

4.2.4: **Treasurer**

The Treasurer shall be fiscally responsible for all DSNC funds. The Board shall vote to authorize fundraising and spending, which the Treasurer will oversee. Funds will be kept in a separate account; the Treasurer and ≥ 1 other current Board member must be signers for all DSNC financial accounts. The Treasurer will prepare financial reports as the Board directs. The Treasurer will maintain the DSNC's nonprofit status, including filing any necessary annual reports with state or federal agencies. This includes filing the Annual Report with the Secretary of the Commonwealth's Corporations Division by November 1st, and filing the annual Form PC with the MA Attorney General's Office within 4.5 months after the end of the fiscal year.

Section 4.3: **Board Meetings**

Unless otherwise ordered by the Board, regular meetings of the Board shall be held on the first Monday of each month. Special meetings of the Board may be called by the President or can be called upon the written request of 3 members of the Board.

Section 4.4: **Compensation**

The Board may hire employees or enter into agreements with vendors or other parties to assist in achieving DSNC objectives, but the Board shall not receive any salaries or compensation for their own services.

Section 4.5: **Nominations and Elections**

All Board positions shall be up for election on the day of the Annual Meeting, held every April.

At the general meeting 2 months prior to an election (regularly February), the Board shall inform members of the upcoming election in 2 months and nomination deadline in 1 month, and Members shall elect a Nominating Committee. The duty of this committee shall be to identify a diverse range of candidates for Board positions to be filled (including all four required demographic categories), prepare them for nominations, and dissolve following the election. Board candidates cannot be members of the Nominating Committee.

Board members' terms begin at the end of the meeting when they are elected, after all votes are counted and winners determined.

Section 4.6. **Voting Method**

4.6.1: **Officer vs. Board Seats**

- All elections shall occur by secret ballot.
- Major officers are elected in the order listed, using instant runoff voting, as defined in Appendix C ([Appx. C: Instant Runoff Vote Procedure](#)).
- A candidate winning an election for a major office is immediately eliminated from any later races in the same election for which they are a candidate.
- Major officers serve on the Board *ex officio*, and for tallying purposes are immediately eliminated from the election for proportional Board seats if they are a candidate for both.
- Major officers count for the demographic requirements of Section 4.6.3.
- The remaining Board seats (9 minus the number of major officers) are elected by proportional representation, using the single transferable vote method defined in Appendix B.
- Minor officers are chosen in any order by a majority vote of the 9 winning Board members, from among the winning proportional representation Board candidates.
- Both major and minor officers may resign their office without resigning their board seat.
- Major offices are: President and Vice President
- Minor offices are: Treasurer and Secretary

4.6.2: Ineligible Candidates

Candidates who aren't eligible Members ([§3.1: Membership Eligibility](#)) at the time of the election are eliminated immediately.

4.6.3: Demographic Requirements

If the winning set doesn't include members from the categories listed under [§4.1 Board Composition](#), determine whether rerunning the procedure without the least preferred candidate would yield a winning set with the required representation, and continue until a new winning set is found with the required representation or the candidate list is exhausted. If at least 1 category has no candidate from it, 1 Board seat will remain vacant until the next election.

Section 4.7: **Resignation and Removal**

Any Board member may resign at any time by delivering their written resignation to the Board President. Resignation shall be effective on the date specified in that resignation notice.

Board members may be removed by the Board only for good cause shown, which may include physical and digital absence from 3 consecutive DSNC meetings, permanently moving away, conflict of interest, or other forms of persistent non-participation in DSNC work. Any Member who wishes to highlight such good cause may trigger a review by the Board by writing a letter or email addressed to the Board President and Vice President.

At the next Board meeting following the presentation of reason(s) for removal, the Board member being considered for removal shall have an opportunity to speak, and the Board shall vote on whether to consider removal. If the member being considered for removal isn't present at that meeting, the Board shall send them written notice and confirm receipt within 10 days of the meeting.

After any vote to consider removal, the subject of the vote shall have an opportunity to speak at the next DSNC general meeting. Members present may remove them by a $\frac{2}{3}$ vote.

Section 4.8. **Vacancies**

If $\geq 30\%$ of Board seats are vacant as of the September Board meeting, or if < 3 Board seats are filled as of any Board meeting, the Board will announce a special election to fill the vacancies, take nominations at the next general meeting, and hold an election the day of the following general meeting in the manner of regular elections.

If the Presidency is vacant, the Vice President becomes the new President until the next regular or special election. The Board may elect a non-Officer Board member to fill any other Officer vacancy, until the next regular or special election, with a majority vote.

Section 4.9. **Subsidiarity**

When the full Membership adopts an official position of the DSNC by a vote, the Board must reflect that position. The Board may only ask the Membership to reconsider a decision more than once by a majority vote of the Board.

Article 5: **Committees**

Section 5.1: **Establishing Committees**

The DSNC or Board may pass resolutions to establish standing or special committees of DSNC Members with particular objectives and authorities. Every committee, except the Nominating Committee, must include ≥ 1 Board member with no conflicts of interest (§8.2: Conflicts Of Interest) who will be responsible for ensuring the committee carries out delegated duties and to provide regular communication with the Board. The committee members shall select the committee chair and determine their policies for conducting meetings, keeping and distributing

minutes, and participation of non-Members unless designated by the Board. A majority vote of the Board or DSNC Members at a general meeting may assign other objectives or authorities to a committee. A $\frac{2}{3}$ majority vote of the Board or DSNC Members at a general meeting may disband a committee.

Section 5.2: **Outreach Committee**

A member of the Board shall chair a standing, open Outreach Committee, which will:

- Identify demographics in the Neighborhood Boundary underrepresented or underserved by the City or the DSNC and ways the DSNC can include and serve them;
- Ensure meetings and notifications are accessible in language, format, location, and time;
- Publicize meetings;
- Explore means to send physical notices to every residence and business in the Neighborhood Boundary ahead of the annual election
- Identify and collaborate with people and groups who can help collect information and enact outreach actions the committee is unable to themselves; and
- Create a public report every ≤ 6 months on its outreach efforts and their efficacy.

Section 5.3: **Community Benefits Committee**

If the DSNC anticipates negotiating a Community Benefits Agreement (CBA) with a developer, the Board shall appoint a Community Benefits Committee (CBC) of Members to negotiate that CBA. CBC members shall sign a document listing the standards of conduct they must follow ([§8.2: Conflicts Of Interest](#)) to send to the City². At the next general meeting following formation of a CBC, the Board shall include time on the agenda for the CBC to solicit input from the DSNC. The CBC may coordinate with the Outreach Committee to further determine community needs.

In order to approve a CBA as negotiated, it must receive support from $\frac{2}{3}$ of voters in a ballot vote of DSNC Members. The Board shall hold a public meeting before the vote at which the CBC shall explain the contents of the CBA and answer clarifying questions. The Board must publicize the vote ≥ 2 weeks before. The Board will publicly post the CBA ≥ 1 week before the vote, and before or at the explanatory meeting. If a CBA doesn't receive $\frac{2}{3}$ majority support, the CBC will seek additional input from the DSNC on how and whether to continue negotiating. The voting process for a CBA must be consistent with Section 4.5 for election processes in terms of voting length and voting accessibility.

Section 5.4: **External/Unofficial Groups**

If the Board decides, or if a group of ≥ 8 Members petitions, the Board will list local groups working on issues relevant to the DSNC's Objective ([§2.1: Objective](#)) on the DSNC website,

²Chapter 7, Article IX, Section 7-222(e) of the City Of Somerville Code of Ordinances

separate from official DSNC committees, and list meetings they are notified of on the DSNC calendar. If the group hasn't met in ≥ 2 months, the Board may remove it from the website. This doesn't authorize the groups to speak or make decisions on behalf of the DSNC ([§8.1: Use Of Name](#)), and events endorsing political candidates or parties may not be listed ([§8.3: Non-Profit Status](#)).

Article 6: **Meetings**

Section 6.1: **General Meetings**

There shall be a general DSNC meeting the last Monday of each month unless otherwise decided by Members.

Section 6.2: **Annual Meeting**

The Annual Meeting will be the April General Meeting unless otherwise determined by the Members. In addition to electing board members, the meeting may be used to review and approve the annual budget, reflect on past year's achievements, and to set strategic goals for the year ahead.

Section 6.3: **Special Meetings**

The President, the Board, or a written request of ≥ 10 Members may call special DSNC meetings outside general meetings for specific purposes.

Section 6.4: **Public Access and Accessibility**

Physical DSNC meetings shall be held in locations open to the public, ADA-compliant, and with Internet access for remote participation. The Board shall make DSNC meetings accessible to attend via a live video conferencing platform unless technical issues in a physical meeting space unexpectedly prevent it.

Others may also record or transmit DSNC meetings as long as placement and operation of equipment doesn't interfere with conducting the meeting. At the start of the meeting, the Board shall inform attendees of any recordings being made.

Section 6.5: **Notification**

The Board shall announce every public DSNC meeting via the mailing list and active DSNC social media accounts ≥ 2 weeks in advance, including a link to the agenda. The email, agenda, and physical notice shall include the time, place, and purpose of the meeting, and the link for remote participation. The Board must announce a tentative agenda including any question or candidate being voted on ≥ 7 days prior to the meeting. The Board shall ensure posters with at least a written link to the DSNC website or Linktree are hung around the neighborhood ≥ 1 week in advance of regular meetings in odd-numbered months. In case of a

meeting scheduled more urgently than these deadlines, the Board shall announce the meeting and agenda as soon as possible by as many of the regular means as possible.

Section 6.6: **Quorum**

8 members of the DSNC shall constitute a quorum.

Article 7: **Parliamentary Procedure**

When it doesn't conflict with the DSNC bylaws, the DSNC shall default to *Robert's Rules of Order Newly Revised Edition (RONR)*. The Board or a $\frac{2}{3}$ vote of Members present should suspend those rules or replace them with a different standard for any amount of a meeting if they decide that would best serve the meeting's goals. Committee chairs should do the same for committee meetings with consent of a majority of committee members present. For portions of meetings using a parliamentary authority, a copy must be available to anyone in the room requesting to review it.

If a participant speaks out of order due to unfamiliarity with the parliamentary procedure, and the matter can be addressed briefly, the chair of the meeting shall attempt to address the attendee's intended meaning before correcting them on procedure.

Section 7.1: **Special Rules of Order**

Rule 1: Procedure in Small Assemblies

Assemblies of ≤ 15 members following *RONR*, shall use the Procedure in Small Boards (*RONR* 49:21).

Rule 2: Limits on Debate

Each member has the right to speak 3 times on a given question on a given day. Speeches shall be ≤ 5 minutes each.

Article 8: **Conduct**

Section 8.1: **Use Of Name**

Members, Board members, and Officers may note their affiliation with the DSNC if they specify they are communicating in a personal capacity.

A majority vote of the Board is required to:

- Use the name or Member list of the DSNC for other than strictly DSNC purposes
- Communicate in the name of the DSNC
- Assert official positions of the DSNC beyond those approved by Members

Section 8.2: **Conflicts Of Interest**

Board and committee members shall observe all laws, regulations, and commonly held ethical standards in the performance of their duties. Board and committee members with conflicts of interest must recuse themselves from any vote or deliberation during Board or committee meetings. People with conflicts of interest may still participate in DSNC general meetings and public votes.

A member has a conflict of interest if they:

- a) Are an interested party in a project (being an owner, tenant, resident, developer, direct abutter, or direct competitor), or are an employee, good or service provider, immediate family member, heir, or financial beneficiary of an interested party; or
- b) Have an affiliation with any person or organization receiving funds related to a project, including serving on their board of directors, or being a member, employee, good or service provider, immediate family member, heir, or financial beneficiary.

Section 8.3: **Non-Profit Status**

No Board member, employee, or any other representative of the DSNC shall take any action or carry on any activity by or on behalf of the DSNC not permitted to be taken by an organization exempt under Section 501(c)(4) of the Internal Revenue Code or any corresponding section of any future tax code. The DSNC shall not formally endorse any political candidate or party.

Article 9: **No Personal Liability**

DSNC members, directors, and officers shall not be personally liable for any debt, liability, or obligation of the organization. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the nonprofit may look only to the funds and property of the DSNC for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the organization.

Article 10: **Amendments To Bylaws**

Members may submit amendments to these bylaws in writing at any general meeting, and the Board will include them in the agenda for the next general meeting. Members at that meeting may adopt the amendment by a $\frac{2}{3}$ vote.

Article 11: **Dissolution**

Unless required otherwise by any law, the DSNC may choose to disband by $\frac{2}{3}$ vote of a quorum of the average attendance over the previous year. The vote must be held over 2

consecutive general meetings with specific notice that disbanding will be considered ≥ 1 month prior to each meeting as well as in general meeting notifications.

If the DSNC is disbanded, the outgoing Board shall donate any DSNC assets to a charitable entity consistent with the law³ and in line with the DSNC Values ([§2.2](#)).

Appendices

A. Neighborhood Boundaries Map

Consistent with the Somerville neighborhood boundaries map, the Davis Square Neighborhood Boundaries shall extend from Powder House Blvd. & Packard Ave. at the northernmost point, southwest along Packard Ave. to Broadway, northwest along Broadway to Holland St., southeast along Holland St. to Cameron Ave., southwest along Cameron Ave. to Seven Pines Ave. at the westernmost point, southeast toward Orchard St. and along Orchard St. to Russell St. at the southernmost point, northeast along Russell St./Cutter Ave. to Hawthorne St., southeast along Hawthorne St. to Hancock St., northeast along Hancock St. to the Somerville Community Path at the easternmost point, west along the Community Path to Willow Ave., northeast along Willow Ave. to Kidder Ave., northwest along Kidder Ave. to College Ave., northeast along College Ave. to Powder House Square, and northwest along Powder House Blvd. to Packard Ave.

³Section 501(c)(3) of the Internal Revenue Code and the statutes of the Commonwealth of Massachusetts



(Source: https://data.somervillema.gov/GIS-Data/Neighborhoods/n5md-vqta/about_data, last updated May 13th 2024)

B. Single Transferable Vote Procedure

B1. Any Single Transferable Vote variant using fractional transfer may be used. The Board must approve a specific method and electronic tabulation platform, and this must be published on the DSNC website before voting begins. It need not be re-approved for each election if unchanged.

B2. If electronic tabulation is deemed not feasible, the paper ballot method with random transfer described in Appendix B, Section 3, shall be used.

B3.

- a. If the number of nominees is equal to or less than the number of seats, then all candidates are elected without need for a vote.
- b. Ballots with ranked lists of the candidates are submitted anonymously.
- c. Calculate the election threshold (the minimum number of votes needed to win a seat) as: $(\text{number of votes} \div (\text{number of seats} + 1)) + 1$, rounded down to the nearest whole vote. If exhausted ballots make this threshold impossible to meet, lower it only as much as necessary to fill the remaining seats.
- d. Candidates meeting the threshold are elected.
- e. If there are still seats to be filled, surplus votes are transferred from those already elected to other candidates. A number of ballots equal to the surplus (e.g. 3 ballots for a candidate receiving 23 top-rank votes and a threshold of 20) are pulled blindly and at random from a pile of all the votes currently assigned to that candidate and transferred to the highest-ranked candidate that has neither been eliminated nor elected. Exhausted ballots (where there is no further preference) are kept with that candidate and not counted against the number to be pulled. (This may result in only a partial transfer of surplus.)
- f. Candidates meeting the threshold are elected.
- g. If there are still seats to be filled, eliminate the candidate currently assigned the least number of votes.
- h. If the number of non-eliminated candidates equals the number of seats, all the non-eliminated candidates are elected.
- i. If there are still seats to be filled, reassign ballots of eliminated candidates to the highest-ranked candidate that has neither been eliminated nor elected on each ballot, and return to step [d].

Resolve ties at any stage of an election (reaching the threshold of election or choosing a candidate to be eliminated) with a coin toss or other agreed-upon random event. Treat equally-ranked candidates on a ballot as a tie.

C. Instant Runoff Vote Procedure

C1.

- a. If there are only 2 nominees, the candidate getting the greater number of votes wins. Secret ballots can simply name the favored candidate.
- b. For 3 or more nominees, voters rank candidates on secret ballots.
- c. If any candidate is ranked highest on more than 50% of ballots, or there is only 1 candidate remaining, that candidate is elected.
- d. Eliminate the candidate ranked highest on the fewest number of ballots, reassign associated ballots to the next-ranked candidate, and return to step [c].

C2.

An electronic tabulation system may be used that implements an IRV algorithm substantially similar to the above. The Board must approve a specific method and a specific electronic tabulation platform (if used), and this must be published on the DSNC website before voting begins. It need not be re-approved for each election if unchanged and still posted on the website.