

BY-LAWS OF THE BOSTON LANDMARKS COMMISSION

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ARTICLE 1: General Provisions

- 1.1 Authority: These by-laws are adopted pursuant to Section 3 of Chapter 772 of the General Laws of the Commonwealth of Massachusetts for 1975, hereinafter referred to as the enabling statute.
- 1.2 Purpose: These by-laws shall govern the internal management of the Boston Landmarks Commission and are intended to further the goals set forth in Section 1 of the enabling statute.
- 1.3 Office: The offices of the commission shall be maintained at New City Hall in Boston during normal business hours on all days that the building is open to the public.
- 1.4 Counsel: Legal counsel for the commission shall be designated by the Corporation Counsel of the City of Boston.

ARTICLE 2: Members, Officers and Staff

- 2.1 Members: The membership of the commission shall be as provided in Section 3 of the enabling statute.
- 2.2 Alternate: For all purposes except voting, alternates shall have the same authority and responsibilities as commissioners. For purposes of voting, alternates shall cast a vote when their designated commissioner is absent or withdraws; designations of commissioners and their respective alternates for purposes of voting shall be accomplished by the commission at its annual meeting and shall remain fixed for one (1) year thereafter. Notwithstanding the foregoing, alternates shall have the right to vote for the election of officers.
- 2.3 Elected Officers: The commission shall annually elect, on the first day of May or within a reasonable time thereafter the following officers from its membership: a Chairperson and a Vice-Chairperson. The term of service for such officers shall be one (1) year.
- 2.4 Acting Officer: In the absence of the elected officers, an acting Chairperson shall be elected by the members and shall serve until the return of one of the elected officers or until the next annual election of officers, whichever event occurs first.

(ARTICLE 2 Con't)

2.5 Duties of the Chairperson: The principal duties of the Chairperson shall be as follows:

- a. Supervise the affairs of the commission.
- b. Preside at meetings of the commission.
- c. Sign correspondence and all official documents of the commission.
- d. Appoint members to serve on all committees of the commission except study committees which are subject to specific nomination and confirmation procedures under Section 4 of the enabling statute.
- e. Serve as an ex-officio member of all committees of the commission and, in conjunction with the Vice-Chairperson, coordinate the work of such committees.
- f. Perform such other duties and assume such other responsibilities as may be consistent with and in furtherance of the enabling statute.

2.6 Duties of the Vice-Chairperson: The principal duties of the Vice-Chairperson shall be as follows:

- a. In the absence of the Chairperson, perform all the duties and assume all the responsibilities of the Chairperson.

(ARTICLE 2 Con't)

- b. Serve as an ex-officio member of all committees of the commission and, in conjunction with the Chairperson, coordinate the work of such committees.

2.7 Executive Director: The commission shall designate a member of its staff to serve as its Executive Director.

2.8 Duties of the Executive Director: The principal duties of the Executive Director shall be as follows:

- a. Serve as Secretary to the commission, performing the following duties:
 - (1) Take or cause to be taken, minutes of all meetings of the commission.
 - (2) Maintain or cause to be maintained, records of every determination of the commission, noting the vote of every member of the commission participating in such determination and the absence or failure to vote of every other member.
- b. Supervise the activities of the staff of the commission.
- c. Administer the preparation of all reports and publications of the commission.
- d. Receive and process, on behalf of the commission, all petitions, applications for certificates and other official correspondence.
- e. Prepare agenda for all commission meetings.

(ARTICLE 2 Con't)2.8 Duties of the Executive Director (cont'd)

- f. Act as liaison between the commission and all the other agencies, departments and organizations to which it must relate in the conduct of its affairs, including but not limited to the Massachusetts Historical Commission, the Boston Redevelopment Authority and various departments of the City of Boston.
- g. Serve or designate staff members to serve as an ex-officio member of all committees of the commission.
- h. Prepare and sign, on behalf of the commission, such correspondence as the commission may from time to time authorize or direct.
- i. Perform such other duties and assume such other responsibilities as the commission may from time to time direct.

2.9 Secretary Pro-Tempore: In the absence of the Executive Director or other staff authorized to act on his or her behalf, the commission shall elect one of its members to serve as Secretary pro-tempore, who shall temporarily perform the duties hereinbefore stated under Article 2.8.a.

ARTICLE 3 Meetings

- 3.1 Annual Meetings: The commission shall meet annually for the purpose of electing officers and designating the voting relationship of commissioners and their respective alternates; such meetings shall occur on the first day of May or as soon thereafter as may be convenient.
- 3.2 Regular Meetings: Regular meetings of the commission shall be held twice each month on the same weekday in the New City Hall in Boston or at other locations within the city which are accessible to the public and which have been the subject of appropriate advance notice.
- 3.3 Special Meetings: Special meetings of the commission may be called by the Chairperson or upon the request of three (3) or more members of the commission.
- 3.4 Emergency Meeting: Meetings occasioned by matters of an urgent or emergency nature may be called by the Chairperson or Vice-Chairperson and may proceed as soon as a quorum has been achieved.

(ARTICLE 3 con't)

- 3.5 Public Hearings: The commission shall, from time to time, hold public hearings about such matters before it as are required by statute or otherwise desired by the commission; public hearings may occur at regular or special meetings of the commission and shall be called and conducted in accordance with the enabling statute, Chapter 303 of the General Laws of the Commonwealth of Massachusetts for 1975 and such rules and regulations as the commission may adopt regarding its relationship with the public.

ARTICLE 4 Procedures

4.1 Notice: The Commission shall endeavor to provide the maximum possible advance notice to its members and to the public of its forthcoming meetings and public hearings. In no case shall the form and timing of such notice be inconsistent with the enabling statute, Chapter 303 of the General Laws of the Commonwealth of Massachusetts for 1975 and the commission's rules and regulations regarding its relationship with the public.

4.2 Quorums: The presence of the following number of members shall constitute a quorum for meetings of the commission at which the following actions are under consideration:

a. Designation of a landmark, landmark district, architectural conservation district or protection area: six (6) members.

b. Other business of the commission: seven (7) members.

(ARTICLE 4 Con't)

- 4.3 Votes Required for Approval: A numerical majority of votes cast when a quorum is present shall constitute approval in all instances, except for designation actions as hereinbefore provided under Article 4.2.a, for which a two-thirds majority of membership, or six (6), shall be required.
- 4.4 Proxies: Voting by proxy shall not be allowed.
- 4.5 Selection Among Alternates for Purposes of Voting: In instances where both a commissioner and his or her designated alternate are absent or have withdrawn, the selection among alternates who are present for the purpose of voting shall be accomplished by chance immediately prior to the vote in accordance with a method determined and administered by the officer presiding at the meeting.
- 4.6 Conflicts of Interest: Any member who has an interest in any matter before the commission which in his or her judgement may conflict with the impartial discharge of his or her responsibilities shall so inform the Secretary and the officer presiding at the meeting at which the matter is discussed, shall not participate in a discussion or voting on such matters, and shall physically withdraw from the commission during the time when such matters are before the commission.

ARTICLE 4 (con't)

- 4.7 Adjournment and Continuance: In the event that the absence or departure of members from a meeting causes a lack of quorum, or that the business before the commission cannot be completed at one sitting, the presiding officer may adjourn the meeting and subsequently reschedule another or may continue the meeting by announcing a convenient time and place for resumption at such meeting; motions for adjournment or continuance shall require concurrence of a numerical majority of members present and voting.
- 4.8 Minutes: Minutes shall be taken at every meeting of the commission, shall be distributed to all members, shall be available to the public and shall be reviewed, corrected as necessary, and ratified at the next regular meeting of the commission.
- 4.9 Delinquent Attendance: Members who are absent from three (3) or more successive regular meetings and public hearings of the commission or who, in the judgement of the Chairperson and the Vice-Chairperson, repeatedly fail to attend committee meetings, shall be subject to appear before the commission in Executive Session to show cause why the commission should not request their resignation or seek their removal and a new appointment in their stead in accordance with the enabling statute.

ARTICLE 4 (con't)

- 4.10 Manner of Voting: All votes of the Commission shall be taken in open public session. A member may cast a vote only in favor of or in opposition to a proposed action of the Commission; abstentions shall not be permitted. However, withdrawal of a member for cause and appointment of an alternate for purposes of voting shall be allowed in accordance with Article 4.11 of the By-laws.
- 4.11 Withdrawal from Voting: If, after participation in discussion of a matter before the Commission, a member is in good conscience unable to make a determination of his or her vote, withdrawal from voting shall be permitted by the presiding officer upon the request of the member involved. In such instances, the member's designated alternate shall vote in his or her stead or the procedures hereinbefore established under Article 4.5 shall be utilized to select among alternates for purposes of voting.
- 4.12 Reconsideration: The commission may reconsider its vote upon any action, other than those designation determinations in which such action is prohibited by the enabling statute. A motion for reconsideration must be made by a member present and voting upon the original determination proposed for reconsideration. Approval of a reconsideration motion shall require a two-thirds majority of votes cast; the required quorum for reconsideration shall be identical to that required for determination of the motion being reconsidered.

ARTICLE 4 (con't)

4.13 Unavailability of Quorum for District Commission: In situations where the Commission learns that any District Commission, as described in Section 3 of the Commission's Enabling Act, is unable to address matters within its responsibility because a quorum is unattainable, the Commission may, on a temporary basis not to exceed six months, assume all responsibilities of the District Commission. In such a situation, any actions taken by the Commission shall be in accordance with its by-laws, which shall take effect and supercede the District Commission's by-laws. As soon as the District Commission is able to form a quorum, the Commission must cease acting in place of the District Commission.

ARTICLE 5 Committees

- 5.1 Authority: Committees appointed by the chairperson shall serve the commission in an advisory capacity and shall not act on behalf of the commission.
- 5.2 Committee Chairpersons: The membership of each appointed committee shall elect or designate one of its members to serve as its chairperson and to render its reports to the commission.

ARTICLE 6 Amendments

- 6.1 Form: Amendments to these by-laws shall be proposed in writing and shall be made available to all members of the commission at such time as notice is given for the meeting at which they are to be considered.
- 6.2 Approval: Amendments to these by-laws may be considered at any regular, special or annual meeting of the commission and shall be approved consistent with the foregoing provisions of Article 4.2.b regarding an appropriate quorum and Article 4.3 regarding votes required for approval.

7.1 Severability: The provisions of these by-laws are severable; if any such provision or provisions shall be held invalid or unconstitutional by any decision of any court of competent jurisdiction, such decision shall not impair or otherwise affect any other provisions of these by-laws.