

# Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

For Paperwork Reduction Act Notice, see page 1 of the instructions.

OMB No. 1545-0056  
Expires 3-31-89

To be filed in the key district  
for the area in which the  
organization has its principal  
office or place of business.

This application, when properly completed, constitutes the notice required under section 508(a) of the Internal Revenue Code so that an applicant may be treated as described in section 501(c)(3) of the Code, and the notice required under section 508(b) for an organization claiming not to be a private foundation within the meaning of section 509(a). (Read the instructions for each part carefully before making any entries.) If required information, a conformed copy of the organizing and operational documents, or financial data are not furnished, the application will not be considered on its merits and the organization will be notified accordingly. Do not file this application if the applicant has no organizing instrument (see Part II).

### Part I Identification

<b>1</b> Full name of organization  Acton Community Housing Corporation		<b>2</b> Employer identification number (If none, see instructions)	
<b>3a</b> Address (number and street) % Acton Housing Authority Box 681		Check here if applying under section: <input type="checkbox"/> 501(e) <input type="checkbox"/> 501(f) <input type="checkbox"/> 501(k)	
<b>3b</b> City or town, state, and ZIP code Acton, MA 01720		<b>4</b> Name and telephone number of person to be contacted Naomi McManus (508) 263-5339	
<b>5</b> Month the annual accounting period ends 6/30	<b>6</b> Date incorporated or formed 8/13/87	<b>7</b> Activity codes 381      399      380	
<b>8</b> Has the organization filed Federal income tax returns or exempt organization information returns? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form number(s), years filed, and Internal Revenue office where filed.			

### Part II Type of Entity and Organizational Document (see instructions)

Check the applicable entity box below and attach a conformed copy of the organization's organizing document and bylaws as indicated for each entity.

Corporation—Articles of incorporation and bylaws.  Trust—Trust indenture.  Other—Constitution or articles of association and bylaws.

### Part III Activities and Operational Information

**1** What are or will be the organization's sources of financial support? List in order of size.

State Grants  
Developers Fees  
Contributions

**2** Describe the organization's fund-raising program, both actual and planned, and explain to what extent it has been put into effect. (Include details of fund-raising activities such as selective mailings, formation of fund-raising committees, use of professional fund raisers, etc.) Attach representative copies of solicitations for financial support.

The Acton Community Housing Corporation is in its formative stage and thus far has received, through the Town of Acton, two State Grants for planning, \$600.00 of donations from local banks, \$2000.00 support from the Acton Housing Authority and \$5000.00 for a Developer's Review Fee.

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and I have examined this application, including the accompanying statements, and to the best of my knowledge it is true, correct, and complete.

(Signature)

(Title or authority of signer)

(Date)

**Part III** Activities and Operational Information (Continued)

- 3** Give a detailed narrative description of the organization's past, present, and proposed future activities, and the purposes for which it was formed. The narrative should identify the specific benefits, services, or products the organization has provided or will provide. If the organization is not fully operational, explain what stage of development its activities have reached, what further steps remain for it to become fully operational, and when such further steps will take place. (Do not state the purposes and activities of the organization in general terms or repeat the language of the organizational documents.) If the organization is a school, hospital, or medical research organization, include enough information in your description to clearly show that the organization meets the definition of that particular activity that is contained in the instructions for Part VI-A.

The ACHC was formed in August 1987 for the promotion of affordable housing within the Town of Acton, Massachusetts. This entity was originally envisioned and approved at the open Town Meeting held on April 11, 1987. Massachusetts has created the Housing Opportunity Program whereby local entities are encouraged to be formed to serve as the liason and/or facilitator between the State, Town and Developer of projects willing to provide affordable housing. The ACHC is the Town of Acton's designated entity to fulfill this role.

**4** The membership of the organization's governing body is:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
See Attached	All Members serve without compensation.

**Part II** Activities and Operational Information (Continued)

**4 c** Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials?  Yes  No  
If "Yes," name those persons and explain the basis of their selection or appointment.

**d** Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons?" (See the Specific Instructions for line 4d.)  Yes  No  
If "Yes," explain.

**e** Have any members of the organization's governing body assigned income or assets to the organization, or is it anticipated that any current or future member of the governing body will assign income or assets to the organization?  Yes  No  
If "Yes," attach a complete explanation stating which applies and including copies of any assignments plus a list of items assigned.

**5** Does the organization control or is it controlled by any other organization?  Yes  No  
Is the organization the outgrowth of another organization, or does it have a special relationship to another organization by reason of interlocking directorates or other factors?  Yes  No  
If either of these questions is answered "Yes," explain.

The Acton Community Housing Corporation receives its authority and responsibility from the Board of Selectmen, Town of Acton, MA. Additionally the Commonwealth of Mass will recognize one entity per town as the designated agency A Mass Housing Partnership Committee for

**6** Is the organization financially accountable to any other organization?  Yes  No  
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

**7 a** What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken.  
see 7B

**b** To what extent have you used, or do you plan to use, contributions as an endowment fund, i.e., hold contributions to produce income for the support of your exempt activities?  
annual revenues anticipated to meet annual expenses.

**8** Will any of the organization's facilities be managed by another organization or individual under a contractual agreement?  Yes  No  
If "Yes," attach a copy of each contract and explain the relationship between the applicant and each of the other parties.

**Part III** Activities and Operational Information (Continued)

a Have the recipients been required or will they be required to pay for the organization's benefits, services, or products?  Yes  No  
If "Yes," explain and show how the charges are determined.

b Does or will the organization limit its benefits, services, or products to specific classes of individuals?  Yes  No  
If "Yes," explain how the recipients or beneficiaries are or will be selected.

Those in need and qualify for affordable housing. Each project will receive applicants and will be selected on local preference and lottery.

Is the organization a membership organization?  Yes  No  
If "Yes," complete the following:

a Describe the organization's membership requirements and attach a schedule of membership fees and dues.

b Describe your present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.

c Are benefits, services, or products limited to members?  Yes  No  
If "No," explain.

1 Does or will the organization engage in activities tending to influence legislation or intervene in any way in political campaigns?  Yes  No  
If "Yes," explain. (Note: You may wish to file Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization to Make Expenditures to Influence Legislation.)

2 Does the organization have a pension plan for employees?  Yes  No

3 a Are you filing Form 1023 within 15 months from the end of the month in which you were created or formed as required by section 508(a) and the related regulations? (See General Instructions.)  Yes  No

b If you answer "No," to 13a and you claim that you fit an exception to the notice requirements under section 508(a), attach an explanation of your basis for the claimed exception.

c If you answer "No," to 13a and section 508(a) does apply to you, you may be eligible for relief under regulations section 1.9100 from the application of section 508(a). Do you wish to request relief?  Yes  No

d If you answer "Yes," to 13c, attach a detailed statement that satisfies the requirements of Rev. Proc. 79-63.

e If you answer "No," to both 13a and 13c and section 508(a) does apply to you, your qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider your application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date you were formed (see instructions)?  Yes  No

**Part IV** Statement as to Private Foundation Status (see Instructions)

1 Is the organization a private foundation?  Yes  No

2 If you answer "Yes," to question 1 and the organization claims to be a private operating foundation, check here  and complete Part VII.

3 If you answer "No," to question 1, indicate the type of ruling you are requesting regarding the organization's status under section 509 by checking the box(es) below that apply:

a Definitive ruling under section 509(a)(1), (2), (3), or (4) . Complete Part VI.

b Advance ruling under  sections 509(a)(1) and 170(b)(1)(A)(vi) or  section 509(a)(2)—see instructions.

(Note: If you want an advance ruling, you must complete and attach two Forms 872-C to the application.)



TOWN OF ACTON  
TOWN CLERK  
TOWN HALL  
472 MAIN STREET  
ACTON, MASSACHUSETTS 01720  
TELEPHONE (617) 264-9615

EXCERPT OF THE PROCEEDINGS OF THE ANNUAL TOWN MEETING  
HELD APRIL 7, 1987 WITH ADJOURNED SESSIONS HELD  
APRIL 8, 1987, APRIL 9, 1987 AND APRIL 11, 1987

ARTICLE 51. Fair Housing Resolution

To see if the Town will vote to adopt the following resolution:

- WHEREAS the recent sharp increases in housing costs have priced families and individuals out of the homebuying market;
- WHEREAS the Massachusetts Zoning Act (Chapter 40A of the M.G.L.) provides that one of the purposes for zoning is to encourage housing for persons of all income levels;
- WHEREAS many who work within the community can no longer afford to locate within its boundaries; and
- WHEREAS the adult children of Acton are finding it increasingly difficult to stay within the community due to the high cost of housing;

BE IT therefore RESOLVED that the Town of Acton promote the provision of affordable housing within its boundaries, and further support the investigation and potential formation of a public non-profit autonomous body to promote affordable housing.

ARTICLE 51.

Voted: That the Affordable Housing Resolution be adopted as follows:

- WHEREAS the recent sharp increases in housing costs have priced families and individuals out of the homebuying market;
- WHEREAS the Massachusetts Zoning Act (Chapter 40A of the M.G.L.) provides that one of the purposes for zoning is to encourage housing for persons of all income levels;
- WHEREAS many who work within the community can no longer afford to locate within its boundaries; and
- WHEREAS the adult children of Acton are finding it increasingly difficult to stay within the community due to the high cost of housing;

BE IT therefore RESOLVED that the Town of Acton promote the provision of affordable housing within its boundaries, and further support the investigation and potential formation of a public non-profit autonomous body to promote affordable housing.



DON P. JOHNSON  
TOWN MANAGER

# TOWN OF ACTON

TOWN HALL  
472 MAIN STREET  
ACTON, MASSACHUSETTS 01720  
TELEPHONE (617) 264-9612

BOARD OF SELECTMEN  
DONALD R. GILBERTI - CHAIRMAN  
WILLIAM F. WEEKS - VICE-CHAIRMAN  
CHARLES E. KOSTRO, JR. - CLERK  
F. DORE HUNTER  
NANCY E. TAVERNIER

September 16, 1987

Mr. Joseph L. Flatley, Assistant Secretary  
Massachusetts Housing Partnership  
100 Cambridge Street  
Boston, MA 02202

Dear Mr. Flatley:

The Town of Acton has worked diligently over the past year to create a viable mechanism for the promotion and provision of affordable housing. In August of 1987, a Community Development Corporation was incorporated for this specific task. Their Articles of Incorporation are attached for your information.

On August 11, 1987, the Selectmen voted unanimously in favor of this incorporation. This vote not only indicated the Selectmen's support for affordable housing, but also signified their desire to have the Acton Community Housing Corporation act as the Town's agent with relation to activities involving the Massachusetts Housing Partnership and the affordable housing effort.

It is with a great amount of pleasure that I submit this information to you as it is both a culmination of Acton's initial efforts in creating a Community Development Corporation to deal with the housing issue, and a first step in the Town's attempt to pro-actively provide affordable housing.

Please let me know if you require any further information to enable the Acton Community Housing Corporation to act as Acton's affordable housing entity.

Very truly yours,

  
Don P. Johnson  
Town Manager

Enclosure

cf: Owen Cardwell  
Acton Community Housing Corp  
Selectmen

NET INCOME LIMITS BY HOUSEHOLD SIZE FOR DETERMINING ADMISSION TO STATE-AIDED HOUSING PROGRAMS

EFFECTIVE APRIL 1, 1988

Number of Persons in the Household

<u>PMSA</u>	<u>ONE</u>	<u>TWO</u>	<u>THREE</u>	<u>FOUR</u>	<u>FIVE</u>	<u>SIX</u>	<u>SEVEN</u>	<u>EIGHT OR MORE</u>
Boston	18,144	20,736	23,328	25,920	27,540	29,160	30,780	32,400
Brockton	16,660	19,040	21,420	23,800	25,288	26,775	28,263	29,750
Fall River	12,908	14,752	16,596	18,440	19,593	20,745	21,898	23,050
Fitchburg-Leominster	14,728	16,832	18,936	21,040	22,355	23,670	24,985	26,300
Lawrence-Haverhill	17,248	19,712	22,176	24,640	26,180	27,720	29,260	30,800
Lowell	18,144	20,736	23,328	25,920	27,540	29,160	30,780	32,400
New Bedford	12,824	14,656	16,488	18,320	19,465	20,610	21,755	22,900
Pawtucket-Woonsocket and Attleboro	14,952	17,088	19,224	21,360	22,695	24,030	25,365	26,700
Pittsfield	15,064	17,216	19,368	21,520	22,865	24,210	25,555	26,900
Salem-Gloucester	18,144	20,736	23,328	25,920	27,540	29,160	30,780	32,400
Springfield	14,868	16,992	19,116	21,240	22,568	23,895	25,223	26,550
Worcester	15,624	17,856	20,088	22,320	23,715	25,110	26,505	27,900
<u>NON-PMSA</u>								
Barnstable County	13,944	15,936	17,928	19,920	21,165	22,410	23,655	24,900
Berkshire	13,160	15,040	16,920	18,800	19,975	21,150	22,325	23,500
Bristol	14,644	16,736	18,828	20,920	22,228	23,535	24,843	26,150
Dukes County	12,544	14,336	16,128	17,920	19,040	20,160	21,280	22,400
Franklin County	13,804	15,776	17,748	19,720	20,953	22,185	23,418	24,650
Hampden	14,504	16,576	18,648	20,720	22,015	23,310	24,605	25,900
Hampshire	15,008	17,152	19,296	21,440	22,780	24,120	25,460	26,800
Nantucket County	17,164	19,616	22,068	24,520	26,053	27,585	29,118	30,650
Plymouth	11,956	13,664	15,372	17,080	18,148	19,215	20,283	21,350
Worcester	14,196	16,224	18,252	20,280	21,548	22,815	24,085	25,350

THE LAW OFFICES OF

# THOMAS A. KAHRL

COUNSELLOR AT LAW - PATENT LAWYER

205 Worcester Court - Suite C-3  
Falmouth, Massachusetts 02540

THOMAS A. KAHRL, A.B., LL.B.

PATENT AND TRADEMARK LAWYER

LICENSED IN:

Massachusetts

Pennsylvania

U.S. Patent & Trademark Office

Registration No. 28,225

FAX: (508) 548-6116

Tel: (508) 540-9770

Letter Ref: 9059

31 January 1989

File Ref: 28902

Bankruptcy ID #BMA 02827

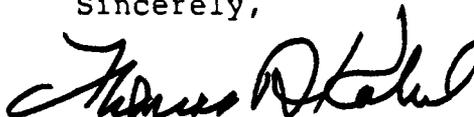
Mrs. Naomi E. McManus  
Clerk ACAC  
Acton Community Housing Corporation  
Box 681  
Acton MA 01720

Re: Tax Exempt Status, Section 501(c)(3) of the IRC

Dear Mrs. McManus:

Please have the appropriate officer execute the enclosed Power of Attorney & Declaration of Representative, Form 2848, and return it to me by return mail.

Sincerely,



THOMAS A. KAHRL

TAK:ad  
Enc.

# Power of Attorney and Declaration of Representative

Department of the Treasury  
Internal Revenue Service

▶ See separate instructions.

Part I Power of Attorney		For IRS Use Only		
(Please type or print)	Taxpayer(s) name(s) <b>Acton Community Housing Corporation</b>	Identification number	File So.	
	Address (Number and street) <b>c/o Acton Housing Authority, P.O. Box 681</b>	Plan number (if applicable)	Level	
	City, state, and ZIP code <b>Acton MA 01720</b>		Receipt	
			Powers	
			Blind T.	
			Action	
			Ret. Ind.	

hereby appoint(s) the following individual(s)\*

Name	CAF No.	Address	Telephone No.
<b>Thomas A. Kahrl</b>		<b>205 Worcester Court, C-3 Falmouth MA 02540</b>	<b>508-540-9770</b>

as attorney(s)-in-fact to represent the taxpayer(s) before any office of the Internal Revenue Service for the following tax matter(s) (specify the type(s) of tax and year(s) or period(s) (date of death if estate tax)):

Type of tax (Individual, corporate, etc.)	Federal tax form number (1040, 1120, etc.)	Year(s) or period(s) (Date of death if estate tax)
<b>Application for Recognition for Exemption</b>	<b>1023</b>	<b>1988-1989</b>

The attorney(s)-in-fact (or either of them) are authorized, subject to revocation, to receive confidential information and to perform any and all acts that the principal(s) can perform with respect to the above specified tax matters (excluding the power to receive refund checks and the power to sign the return, unless specifically granted below). See Regulations section 1.6012-1(a)(5) for information on returns made by agents.

- Send originals of all notices and all other written communications in proceedings involving the above tax matters to the appointee first named above, and a duplicate copy of all notices and all other written communications to the taxpayer named above, or
- Send copies of all notices and all other written communications addressed to the taxpayer(s) in proceedings involving the above tax matters to:
- 1  the appointee first named above, or
  - 2  (names of not more than two of the appointees named above) \_\_\_\_\_

- Initial here ▶ \_\_\_\_\_ if you are granting the power to receive, but not to endorse or cash, refund checks for the above tax matters to:
- 3  the appointee first named above, or
  - 4  (name of one of the above designated appointees) ▶ \_\_\_\_\_

This power of attorney revokes all earlier powers of attorney and tax information authorizations on file with the Internal Revenue Service for the same tax matters and years or periods covered by this power of attorney, except the following:

(Specify to whom granted, date, and address including ZIP code, or refer to attached copies of earlier powers and authorizations.)

**Signature of or for taxpayer(s)**  
(If signed by a corporate officer, partner, or fiduciary on behalf of the taxpayer, I certify that I have the authority to execute this power of attorney on behalf of the taxpayer.)

*Thomas E. Nikasus* (Signature)      *Chert. Acton Community* (Title, if applicable)      *2/2/89* (Date)

(Also type or print your name below if signing for a taxpayer who is not an individual.)

(Signature)

(Title, if applicable)

(Date)

\* You may authorize an organization, firm, or partnership to receive confidential information, but your representative must be an individual who must complete Part II.

**Internal Revenue Service**

**Department of the Treasury**

35 Tillary St., Brooklyn, N.Y. 11201

District  
Director

Acton Community Housing  
Corporation  
c/o Acton Housing Authority  
Box 681  
Acton, MA 01720

Person to Contact:  
E. Birnbaum  
Telephone Number:  
(718) 780-6121  
Refer Reply to:  
EO:7321

Date: MAR 28 1989

Gentlemen:

We have considered your organization's protest and have concluded that it does not alter our original determination.

Accordingly, the case is being forwarded to the office of Regional Director of Appeals for further consideration. They will reply directly to you.

Thank you for your cooperation.

Sincerely yours,



Ms. E. Birnbaum  
Exempt Organizations  
Review Staff

cc: Thomas A. Kahrl  
205 Worcester Court, C-3  
Falmouth, MA 02540

INTERNAL REVENUE SERVICE  
DISTRICT DIRECTOR  
G.P.O. BOX 1680  
BROOKLYN, NY 11202

DEPARTMENT OF THE TREASURY

DEC 11 1980

Date: DEC 11 1980

Employer Identification Number:  
04-2983096

Contact Person:  
KEVIN T WILLIAMS

ACTON COMMUNITY HOUSING CORPORATION  
BOX 681  
ACTON, MA 01720

Contact telephone Number:  
(718) 780-4635

Accounting Period Ending:  
June 30

Form 990 Required:  
Yes

Addendum Applies:  
Yes

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

We have further determined that you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in section 509(a)(2).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

As of January 1, 1984, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(2) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(2) organization.

Letter 947(00/06)

ACTON COMMUNITY HOUSING CORPORATION

Donors may deduct contributions to you as provided in section 170 of the Code. Requests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of Code sections 2055, 2106, and 2522.

Contribution deductions are allowable to donors only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. See Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, which sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other participation in fundraising activities for charity.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$10 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$5,000 or 5 percent of your gross receipts for the year, whichever is less. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

In accordance with section 508(a) of the Code, the effective date of this determination letter is August 25, 1987.

This determination is based on evidence that your funds are dedicated to the purposes listed in section 501(c)(3) of the Code. To assure your

ACTION COMMUNITY HOUSING CORPORATION

continued exemption; you should maintain records to show that funds are expended only for those purposes. If you distribute funds to other organizations, your records should show whether they are exempt under section 501(c)(3). In cases where the recipient organization is not exempt under section 501(c)(3), there should be evidence that the funds will remain dedicated to the required purposes and that they will be used for those purposes by the recipient.

If distributions are made to individuals, case histories regarding the recipients should be kept showing names, addresses, purposes of awards, manner of selection, relationship (if any) to members, officers, trustees or donors of funds to you, so that any and all distributions made to individuals can be substantiated upon request by the Internal Revenue Service. (Revenue Ruling 56-304, C.B. 1956-2, page 306.)

Evidence submitted with your application indicates that you may engage in lobbying activities. Section 501(c)(3) of the Code specifically prohibits lobbying as a substantial part of your activities. If you do not wish to be subject to the test of substantiality under section 501(c)(3), you may elect to be covered under the provisions of 501(h) of the Code by filing Form 5768, Election/Revocation of Election by an Eligible Section 501(c)(3) Organization to Make Expenditures to Influence Legislation. This section establishes ceiling amounts for lobbying expenditures.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Eugene D. Alexander  
District Director

Addendum

ACTON COMMUNITY HOUSING CORPORATION

This letter supercedes our letter dated January 8, 1989.

**ACTON COMMUNITY HOUSING CORPORATION**  
**MISSION STATEMENT**  
**1988**

**Background**

The ACHC was incorporated as a direct result of the formation, by the Board of Selectmen, of the Housing Task Force to study the need and to recommend procedures, for the implementation of the Town's Affordable Housing policy. The general affordable housing objectives of the ACHC have the approval of the BOS, Town Manager, ZBA, Planning Board, Conservation Commission, and other applicable Town Boards, committees, and agencies.

**Responsibilities**

The Board of Selectmen and the Town Manager, with the concurrence of the aforementioned boards, commissions, and agencies have delegated certain defined responsibilities and functions to the ACHC. These include, but are not necessarily limited to, the following:

The ACHC will act as the Town's initial contact with developers of proposed affordable residential housing projects which are site-specific and for which the developer has indicated an intention to request an increase in allowed density or other variances in return for said provision of affordable housing. In this context, the ACHC will serve as a preliminary negotiating agency.

The ACHC may also initiate action intended to create affordable residential housing projects. In this context the ACHC will work to create a specific project consistent with Town policy.

**Procedures**

In fulfillment of this mission the Acton Community Housing Corporation will follow the course as outlined below. The ACHC will forward its project specific preliminary recommendations and conclusions to each of the above mentioned boards, commissions, and agencies with a request for comments from each. After comments have been reviewed the ACHC, by a majority vote of its Board of Directors, will issue its project specific recommendations which will be distributed to related Town agencies consistent with Town policy.

*P. O.*  
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# The Commonwealth of Massachusetts

Office of the Secretary of State  
One Ashburton Place, Boston, MA 02108

Michael Joseph Connolly, Secretary

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

**NAME** **RESIDENCE**  
Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Steven R. Graham

47 Jackson Drive Acton, Massachusetts  
01720

Roy C. Smith

28 Joseph Reed Lane Acton, Massachusetts  
01720

Brian D. Lanigan

24 Conant Street Acton, Massachusetts  
01720

*001002523*

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

*87 237001*

Acton Community Housing Corporation

2. The purposes for which the corporation is formed is as follows:

To operate exclusively for charitable and educational purposes and to promote the provision of affordable housing within the town of Acton, and generally do all acts and things permitted to non-profit corporations under the provisions of Chapter 180 of the General Laws of Massachusetts and Section 501 (c)(3) of the Internal Revenue Code of 1954, as from time to time amended.

*P. O.*  
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proved

M   
R.A.

9

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows: -

Not Applicable

- \*4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, of any class of members, are as follows:-

The corporation shall have the following powers in furtherance of its corporate purposes:

- (a) The corporation shall have perpetual succession in its corporate name.
- (b) The corporation may sue and be sued.
- (c) The corporation may have a corporate seal which it may alter at pleasure.
- (d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations
- (e) The corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount.
- (f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest;

(g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.

(h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with; bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

(i) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(j) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) The corporation may do business, carry on its operations, and have offices and exercise the power granted by the Massachusetts General Laws, Chapter 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade of business unrelated to its tax exempt purposes.

(l) Unless the corporation is entitled to exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code in which case it shall make no contribution for other than religious, charitable, scientific, literary or educational purposes, the corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, agency in aid thereof.

(m) The corporation may be an incorporator of other corporations of any type or kind.

(n) The corporation may be a partner in any business enterprise which it would have the power to conduct by itself.

(o) The director may make, amend, or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.

(p) Meetings of the members may be held anywhere in the United State.

(q) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization except under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees or other agents (including persons who serve at its request as directors, officers, employees, or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgements, in compromise or fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudged by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation, provided, however that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a court decree or otherwise, no indemnification either for said payment or for any other expense shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation; or (c) by a majority of the disinterested member entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled.

Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors", "officers", "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

(r) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this corporation, and

(1) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;

(2) no such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act, and

(3) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member of beneficiary of any concern; the term "concern" meaning any corporation association, trust partnership, firm, person, or other entity other than this corporation.

(s) No part of the assets of the corporation and no part of any not earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

(t) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section (c)(3) of the Internal Revenue Code.

(u) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles or organization or the by-laws of the corporation, the following provisions apply:

The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4965(d) of the Internal Revenue Code.

(v) The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth of Section 501(c) (3) of the Internal Revenue Code.

(w) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended.

Continuation Sheet

Board for Acton Community  
Housing Corporation:

Elected to a Term of:

Jana Mullin  
74 Alcott Street  
Acton, Massachusetts

3 years

Barbara Yates  
12 Whittier Drive  
Acton, Massachusetts

2 years

Brian D. Lanigan  
24 Conant Street  
Acton, Massachusetts

2 years

Steven R. Graham  
47 Jackson Drive  
Acton, Massachusetts

3 years

Roy C. Smith  
28 Joseph Reed Lane  
Acton, Massachusetts

3 years

David Hartwell  
409 Main Street  
Acton, Massachusetts

2 years

Naomi E. McManus  
15 Deacon Hunt Drive  
Acton Massachusetts

2 years

Charles E. Kostro  
12 Lothrop Road  
Acton, Massachusetts

3 years

Ann Anderson  
27 Tuttle Drive  
Acton, Massachusetts

1 year

5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing).
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

Town Hall, Acton, Massachusetts 01720

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Steven R. Graham	47 Jackson Drive Acton, MA 01720	Same
Vice President: Roy C. Smith	28 Joseph Reed Lane Acton MA 01720	Same
Treasurer: Brian D. Lanigan	24 Conant Street Acton, MA 01720	Same
Clerk: Naomi E. Mc Manus	15 Deacon Hunt Drive Acton, MA 01720	Same

Directors: (or officers having the powers of directors)

See continuation sheet attached.

c. The date initially adopted on which the corporation's fiscal year ends is:

June 30

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

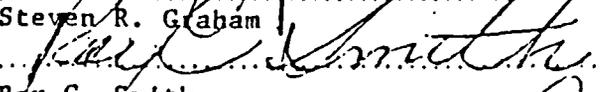
First Monday in October

e. The name and business address of the resident agent, if any, of the corporation is:

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 13<sup>th</sup> day of August, 1987

I/We the below signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years: I/We do hereby further certify that to the best of my/our knowledge the above named principal officers have not been similarly convicted. If so convicted, explain.

  
 .....  
 Steven R. Graham

  
 .....  
 Roy C. Smith

  
 .....  
 Brian D. Lanigan

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 180

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I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$30.00 having been paid, said articles are deemed to have been filed with me this                    day of                    19

Effective date

MICHAEL JOSEPH CONNOLLY  
Secretary of State

TO BE FILLED IN BY CORPORATION  
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:  
..... Steven R. Graham, Esquire.....  
..... Scheier, Scheier, & Graham, P.C.....  
..... 411 Massachusetts Avenue.....  
Telephone..... 263-9562.....

Filing Fee \$30.00

Copy Mailed

BYLAWS  
OF  
ACTON COMMUNITY HOUSING CORPORATION

ARTICLE 1

Name and Area

Section 1

The name of this organization shall be the Acton Community Housing Corporation, a private nonprofit organization established under Chapter 180 of the General Laws of Massachusetts. henceforth referred to as "the Corporation or Acton Community Housing Corporation."

Section 2

The Acton Community Housing Corporation Area is defined as follows: The Town of Acton.

Section 3

The place of business shall be the Town Hall, Acton, Massachusetts, 01720.

ARTICLE II

Membership

Section 1

Membership of the Acton Community Housing Corporation shall be open to all residents of Acton eighteen (18) years of age or older who have completed the Acton Community Housing Corporation membership application and filed it with the Acton Community Housing Corporation office.

ARTICLE III

Function and Purpose

## Section 1

The function and purpose of the Acton Community Housing Corporation shall be as set forth in the Corporation's Articles of Organization

### ARTICLE IV

#### Board of Directors

##### Section 1

There shall be a Board of Directors consisting of twelve (12) members, which Board shall have the general authority to conduct the affairs of the Corporation, which shall always be consistent with the Corporation's educational and charitable purposes. This authority includes, but is not limited to, the following powers:

- A. Appointment of an Executive Director, at its discretion, to administer the organization, direct its daily operation, and execute the policies of the Board. The Board shall determine the qualifications, duties, and compensation to the Executive Director. All other staff personnel shall be appointed by the Executive Director with the advice and consent of the Board.
- B. Final absolute power of the Corporation, including the power to enter into agreements and contracts, purchase, lease and sell property, and the power to make loans or grants and purchase equity.
- C. Determination, subject to applicable laws and regulations of the Federal and state governments, of major personnel, fiscal and program policy.
- D. Final approval of all program proposals and budgets.
- E. Enforcement of compliance with all applicable conditions or grants and contributions.

##### Section 2

Members of the Board:

- A. The members of the Board shall be elected by the General Membership.
- B. The Board may from time-to-time fill vacancies of elected members on the Board to serve until the next general elections to be eligible to vote.

C. The format of the initial election is as follows:

One-third( $1/3$ ) of the elected Board members will be elected to a three year term; one-third( $1/3$ ) will be elected to a two year term; and one-third( $1/3$ ) will be elected to a one year term. Subsequently, elections will be held annually for one-third( $1/3$ ) of the elected members for a three year term.

D. For the purpose of all Board elections, the general membership shall have completed and filed a membership application at least four(4) weeks prior to the election to be eligible to vote.

### Section 3

At any meeting of the Board of Directors, a majority of the Directors currently serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting. There shall be no voting by proxy at any of the meetings at which a quorum is present at the time of the act shall be the act of the Board of Directors, except as otherwise noted in these Bylaws.

### Section 4

Election and appointment of Directors shall take place on the first Monday of April.

### Section 5

Absence from three(3) consecutive meetings of the Board of Directors without previous notification or a valid reason shall be considered a resignation. The Board of Directors shall be vested with the authority to remove any Officer or Director from office, for cause, upon one week's written notice of the purpose of the meeting, and providing a majority of the Directors are present, a vote of two-thirds( $2/3$ ) of those present and voting in favor of removal shall effectuate removal of such Officers or Directors.

### Section 6

The fiscal year of the Corporation shall extend from July 1st to the ensuing June 30th, except as the same may be otherwise determined by resolution of the Directors.

## ARTICLE V

### Officers

#### Section 1

The Officers of the Acton Community Housing Corporation shall be a President, Vice President, Clerk, and Treasurer. No person may hold two(2) Officer positions simultaneously. All Officers shall be elected by the Board from among its members after nomination by the Nominating Committee.

#### Section 2

The duties of each Officer shall be:

A. The President, as chief Officer and spokesperson for the Corporation, shall, in addition to fulfilling normal duties of the position, appoint such committees as may be needed. All such appointment shall be approved by a majority vote of the Board of Directors. In addition, the Chairperson shall sign, on behalf of the Corporation, all deeds, contracts, and other formal instruments.

B. The Vice President shall fulfill the responsibilities of the Chairperson during the Chairperson's absence or incapacitation, assist the Chairperson in discharging responsibilities as the Chairperson may see fit, and fulfill any duties that may be determined by the Board of Directors.

C. The Clerk shall be responsible for the taking and safekeeping of the official minutes of the Corporation, its records, and any other responsibilities as may be required under the Statutes of the Commonwealth of Massachusetts. The Clerk of the Corporation shall be responsible for providing Minutes of the prior meeting and the Notice of Meeting at least five(5) days prior to any Directors' meeting.

D. The Treasurer of the Corporation shall have charge of all papers and records of the Corporation and shall have the responsibility for the funds of the Corporation and for keeping full and accurate accounts and records of all receipts and disbursements of the Corporation. All such papers, records, and accounts shall be kept at the principal place of business of the Corporation and be open to inspection by any Director, at intervals of not more than twelve(12) months and prior to the annual meeting. (No funds shall be expended by the Corporation except in furtherance of its educational and charitable purposes.)

### Section 3

The term of office for all Officers shall be one(1) year and Officers are eligible for reelection to successive terms. Officers shall be elected at the first meeting of the Board following the General Elections.

### Section 4

The Board of Directors may make interim appointments to fill Officer vacancies. These appointments will be effective until the first meeting of the Board following the General Elections.

### Section 5

The Corporation shall, to the extent legally permissible, indemnify each of its Directors and Officers, former Directors and former Officers, and may indemnify all employees or agents of the Corporation against all liabilities and expense, including amounts paid in satisfaction of judgement, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him/her in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he/she may be involved, or with which he/she may be threatened, while in office, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment such Director, Officer, employee, or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification, if a majority of the Directors then in office are disinterested, by two-third(2/3) of the disinterested Directors then in office. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, Officer, employee, or agency may be entitled. As used in this paragraph, the terms "Director", "Officer", "employee", and "agent" include their their respective heirs, executors, and administrators, and an "interested" Director or Officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

## Section 6

All committees, with the exception of the Executive Committee, shall be composed of members of the Board or from the general membership, and shall report to the Board of Directors for the action on their reports. The reports of all committees shall be read into the minutes of the meeting at which they are presented.

## ARTICLE VI

### Executive Committee

#### Section 1

The Executive Committee shall consist of the President, and Treasurer and three(3) other Board members at large elected by the Board.

#### Section 2

The Executive Committee shall be empowered to act on behalf of the Board of Directors between meetings. Any action taken by the Executive Committee shall be subject to ratification by the Board at its next meeting (and shall always be consistent with the Corporation's educational and charitable purposes).

#### Section 3

The Executive Committee shall hold meetings as required at the call of any one or more of its members.

#### Section 4

A quorum of the Executive Committee shall be four(4).

## ARTICLE VII

### Nominating Committee

#### Section 1

A nominating committee of five(5) shall be appointed by the Chairperson of the Board of Directors of the Corporation. The nominating committee shall consist of five(5) Directors other than the current Officers.

## Section 2

The duties of the nominating committee are:

- A. To nominate persons as members of the Board of Directors for regular and vacant terms under Article IV, Section 2.
- B. To nominate persons as Officers: A slate of candidates for each office shall be drawn up by this committee and sent to each member of the Board at least ten(10) days prior to the election meeting. Nominations will be accepted from the floor and write-in candidates will be accepted.
- C. To nominate the three(3) members at large of the Executive Committee, and provisions shall be made for individuals to nominate themselves.

## Section 3

A quorum for meetings of the nominating committee shall be three(3).

## Section 4

Other committees. The Board of Directors may, by vote of a majority of the Directors then in office, appoint one or more committees of one or more persons and delegate to such committees some or all of their powers to the extent permitted by law, the Article of Organization, or these Bylaws. Any committee to which the powers of the Board of Directors are delegated shall consist solely of Directors. Except as the Board of Directors may otherwise determine, any such committee shall be governed in the conduct of its business by the rules governing the conduct of the business of the Board of Directors contained in these Bylaws and may, by majority vote of the entire committee, make other rules for the conduct of its business. The Board of Directors shall have power at any time to fill vacancies in any such committees, to change its membership, or to discharge the committee.

## ARTICLE VIII

### Amendments

#### Section 1

These Bylaws may be amended by a two-thirds(2/3) vote of the Board of Directors at any meeting of the Board of

Directors at any meeting of the Board of Directors of the Acton Community Housing Corporation. A copy of the proposed amendment shall be furnished to each Director at least seven(7) days prior to such meetings.

## ARTICLE VIII

### Specific Operating Procedures

#### Section 1

All meetings of the Acton Community Housing Corporation shall be posted in accordance with Chapter 303, Acts of 1975, Open Meeting Law, and the Board of Directors shall be notified at least five(5) days in advance.

#### Section 2

There shall be an Annual Meeting of the general membership to be held on the first Monday in October for the purpose of the annual reports and other appropriate business. Furthermore, a general meeting may be called at any time by the Board of Directors.

#### Section 3

All meetings shall be open to the public and held in a public place. Records and minutes of said meetings shall be available for public inspection at all times in the Acton Community Housing Corporation's normal place of business, at least five(5) days prior to the meeting.

#### Section 4

The Board of Directors shall meet at least eight (8) times per year. Duration between meetings shall not exceed forty-five(45) days.

#### Section 5

No Officer or Director shall receive any compensation or remuneration from the Corporation, provided, however, the Board of Directors may see fit to reimburse its Directors and Officers for any reasonable and necessary expense incurred. Members of the Board of Directors are prohibited from accepting gifts, monies, or gratuities from the following:

- A. from persons receiving benefits or services under any program financed by local, state, or Federal funds;
- B. from any person or agency performing services under contract;

- C. from persons who are otherwise in a position to benefit from the actions of a Board member.

## ARTICLE X

### Conflict of Interest

#### Section 1

Conflict of Interest. No contract or other transaction of the Corporation shall, in the absence of fraud, be affected or invalidated by the fact that any member or Officer of the Corporation or any corporation firm or association of which he may be a Director, Officer, stockholder, or member may be a party to or may have an interest, pecuniary or otherwise, in any such contract or other transaction, provided that the nature and extent of his interest was disclosed to, or known by, the entire membership before acting on such contract or other transaction. Except in the case of any contract or other transaction between the Corporation and any other corporation controlling, controlled by, or under common control with Officer, stockholder, or member of any corporation, firm or association with which the Corporation proposes contract or transacts any business, or other transaction, may not be counted in determining the existence of a quorum at any meeting of the members or Board of Directors which shall authorize any such contract or such transaction, and such Director shall not participate in the vote to authorize any such contract or transaction.

## ARTICLE XI

### Liquidation of the Corporation

If, in the opinion of two-thirds(2/3) of the Board of Directors, it becomes necessary or desirable to dissolve this Corporation, the assets of the Corporation shall be applied and distributed as follows:

- A. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.
- B. Assets held by the Corporation under conditions requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution shall be returned, transferred, or conveyed in accordance with such requirements.

C. All other assets shall be transferred to corporations, persons, groups, or organizations engaged in activities which substantially carry out the purposes of the Acton Community Housing Corporation, as then stated in its Charter and Bylaws (and which are exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code of 1954, or successor provisions thereto.

**ACTON COMMUNITY HOUSING CORPORATION**

**BOX 681**

**ACTON, MASSACHUSETTS 01720**

Tom Kahrl  
Attorney at Law  
Winno Place  
901 Main Street  
Osterville, MA. 02655

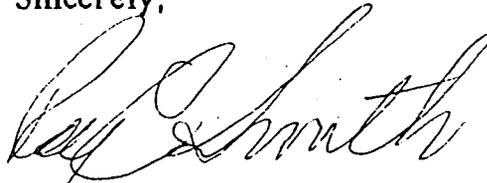
February 9, 1990

Dear Mr. Kahrl,

Thank you very much for helping the Acton Community Housing Corporation acquire 501.c3 non profit status with the Internal Revenue Service. Without this status the ACHC would have been unable to support itself in these times of diminishing state resources. We particularly appreciate the timeliness with which our IRS appeal was heard, processed and received.

Once again thank you very much for your help in this matter. If you would like us to recommend you to other organizations requiring non profit status please contact our staff person, Bryan Wyatt, at 263-2806.

Sincerely,



Roy Smith  
Chairman

Acton Community Housing Corporation

The Law Offices Of

**THOMAS A. KAHRL**

ATTORNEY AT LAW

Wianno Place  
901 Main Street  
Osterville, Massachusetts 02655  
FAX:[508] 428-1900  
TEL:[508] 428-4002

THOMAS A. KAHRL, A.B.,LL.B.  
Registered Patent Attorney  
Admitted to Practice:  
Massachusetts  
Pennsylvania  
U.S.Patent & Trademark Office

Of Counsel to:  
WILLCOX, PIROZZOLO & McCARTHY  
Professional Corporation  
50 Federal Street  
Boston MA 02110

Letter Ref:9579  
File Ref:28902

February 5, 1990

Mr. Brian Wyatt  
Acton Community Housing Corporation  
P.O. Box 681  
Acton, MA 01720

RE: Tax Exempt Status, 501.c3

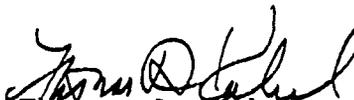
Dear Mr. Wyatt:

I am forwarding a copy of the Internal Revenue Service letter of January 24, 1990, providing an affirmative ruling on our appeal and approving the exempt status of Acton Community Housing Corporation.

I believe this brings to a happy conclusion my undertaking to represent your organization.

If I can be of any further assistance please let me know.

Sincerely,

  
Thomas A. Kahrl

TK:ln

cc: Peter Kirwin  
Falmouth Housing Trust