



The Commonwealth of Massachusetts
William Francis Galvin, Secretary of the Commonwealth
Public Records Division

Manza Arthur
Supervisor of Records

June 28, 2024
SPR24/1897

Commonwealth Transparency
opencommonwealth.org
VIA EMAIL

Dear Commonwealth Transparency:

I have received your letter appealing the response of the Malden Community Fund to your request for records.

I have directed a member of my staff, Jeffrey Gottfredsen, Esq., to review this matter. Upon completion of the review, I will advise you in writing of the disposition of this case. If in the interim you receive a satisfactory response to your request, please notify this office immediately.

Any further correspondence concerning this specific appeal should refer to the SPR case number listed under the date of this letter.

Sincerely,

A handwritten signature in black ink that reads "Manza Arthur". The signature is written in a cursive, flowing style.

Manza Arthur
Supervisor of Records

cc: Maria Luise

From: [Commonwealth Transparency](#)
To: [SEC-DL-PREWEB](#); [SEC-DL-PREWEB](#)
Cc: maluise@boslaw.net
Subject: Request for Appeal - Malden Community Fund, Inc. - Non-Responsive
Date: Thursday, June 27, 2024 6:48:37 PM
Attachments: [The Malden Community Fund Committee, Inc.pdf](#)
Importance: High

Greetings,

On June 12, 2024, the following PRR was served upon the president of the Malden Community Fund, Inc ("Fund").

From: Commonwealth Transparency <info@opencommonwealth.org>
Date: Wednesday, June 12, 2024 at 7:14 PM
To: maluise@boslaw.net <maluise@boslaw.net>
Subject: Public Record Request under the Massachusetts Public Records Law M.G.L. c66, §§ 10-10A

Greetings:

This is a ***not*** a modification of a prior public records request under the Massachusetts Public Records Law M.G.L. c66, §§ 10-10A:

Please provide the following documents/records in your possession or under your control for the Malden Community Fund Committee, Inc. (Corporate Filing Attached) for ***any time prior to and through May 29, 2024***:

- The bylaws of the Corporation
- Any and all filings made with the Commonwealth of Massachusetts
- Any and all IRS (Internal Revenue Service) filings
- Any and all meeting notices
- Any and all meeting minutes
- Any EIN assigned to the corporation by the IRS
- Any EIN assigned by the Commonwealth of Massachusetts
- A copy of any and all banking statements for any and all banking/savings/share/investment accounts
- A copy of the financial ledger maintained for the Corporation
- A copy of any expenditures made by the Corporation
- A copy of any and all income to the Corporation
- A copy of any and all donations made to the Corporation
- A copy of any and all financial statements for the Corporation
- A roster of any stockholders
- A roster of any donors
- The structure of the board of directors.
- The process for electing directors and officers.
- Meeting procedures.
- Voting rights and procedures.

- A copy of any and all payments made to any person for any purpose, including but not limited to salary, benefits, bonuses, expenses, reimbursements.

This request seeks responsive documents be delivered in electronic format and in the format in which they are regularly maintained, and specifically includes all electronic mail attachments and metadata.

Where no such records in the above categories exist, please provide a written statement to that effect.

With respect to the form of production, we note that relevant regulations require the production of records in an accessible, commonly used electronic form, to the extent feasible. See 950 CMR 32.04(5)(d).

The records custodian who receives this request is required to use his or her "superior knowledge" to determine the exact records that are responsive to this request.

Your government entity may have multiple RAOs that are assigned to a specific division or department within that entity. A request to one RAO may include records of another division or department within the RAOs' agency or municipality. RAOs must use their superior knowledge of the records to ensure that a request for records is delivered to the appropriate party. Therefore, an RAO is expected to forward such requests to the appropriate parties within its municipality or agency.

Record custodians are also required to implement new record keeping systems and databases in such a way as to allow for "retrieval of public portions of records to provide maximum public access." See 950 CMR 32.07(1)(e).

Extraction of such data from a database or electronic record system does not constitute creating a new record. See 950 CMR 32.07(1)(f). Printing these records from a database or electronic system, redacting them with a marker, and then re-scanning them, is generally not consistent with these regulations; this process provides the digital records neither in the preferred form nor in a "searchable machine-readable form." 950 CMR 32.04(5)(d).

If necessary, we welcome reasonable suggested modifications pursuant to 950 CMR 32.06(2)(g). Per Attorney Gen. v. Dist. Attorney for Plymouth Dist., 484 Mass. 260, 141 N.E.3d 429 (2020), compiling information from a database is not tantamount to creating a new record that would otherwise be precluded under public records law. Specifically: "Where public records are in electronic form, a public records request that requires a government entity to search its electronic database to extract requested data does not mean that the extracted data constitute the creation of a new record, which would not be required, under the public records law." *Id.* at 442 to 443.

Thus, we request that your department query its database and provide a response to the records request. Should you determine that some portions of the documents are exempt from disclosure, please release any reasonably segregable portions that

are not exempt. In addition, please note for any such redactions the applicable statutory exemption and explain why it applies to the redacted or withheld information.

This request and all responsive documents are for express purposes of gathering information to promote citizen oversight and further the public understanding of the operation and activities of our government.

Kindest Regards,

OpenCommonwealth.org

As of the COB today, 10 business days have passed and the Fund has failed to respond in any way.

Wherefore, OpenCommonwealth requests that the SPR find and Order the Fund to perform a diligent search for all responsive records, and provide all responsive records without delay and without cost as the Fund failed to provide a good-faith response within 10 business day as required by the Massachusetts Public Records Law M.G.L. c66, §§ 10-10A.

Kindest Regards,

OpenCommonwealth.org

OpenCommonwealth.org is a free and open public media organization. We serve the greater Massachusetts community with the goal to provide and empower citizen oversight of governmental operations and activities, help citizens understand how, why and where taxpayer dollars are expended, and to investigate, gather and report the facts in the online publications found on the webpages and social media accounts of OpenCommonwealth.org.

OpenCommonwealth.org is a free service, is staffed only by volunteers, and all costs and expenses are borne by its creators. No person has ever paid OpenCommonwealth.org any monies, or any in-kind contributions for its reporting, or access to any of its files. It is the structural intent of OpenCommonwealth.org to maintain and persist as an absolutely free service to the entire public. Since its inception, OpenCommonwealth.org has been viewed by over 130,000 visitors between the website and social media, and has had over 20,000 external visitors view and/or download records from our free and publicly available records repository. Currently OpenCommonwealth.org has over a 1.5 Terabytes of publicly available content published. This communication, along with any attachments, is covered by federal and state law governing electronic communications and may contain confidential and legally privileged information. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, use or copying of this message is strictly prohibited. If you have received this in error, please reply immediately to the sender and delete this message. Thank you. Circular 230 Disclosure: To ensure compliance with requirements imposed by the IRS, we inform you that any U.S. tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code, or (ii) promoting,

marketing or recommending to another party any matters addressed herein.

The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

WFL
Examiner

[Signature]
Name
Approved

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

The Malden Community Fund Committee, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

The corporation is organized exclusively for charitable purposes including to financially assist, aid and support non-profit organizations and other programming based in the City of Malden by administering funds received through the Surrounding Community Agreement between the City of Malden and Encore Boston and/or funds received from any other individual, entity, or organization, whether public or private, nonprofit or for profit. The corporation shall award said funds to qualified organizations through an application process and develop criteria with the goal of enriching the community across a range of interests, including but not limited to social justice, health and well-being, educational programming, arts and culture.

The further purpose of the organization is to engage in the activities as described in Article II in the Attachment to the Articles of Incorporation that is attached hereto.

- C
- P
- M
- R.A.

5
P.C.

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

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

There are no classes of members.

ARTICLE IV

****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, or of any class of members, are as follows:**

See Article IV in Attachment to Articles of Incorporation

ARTICLE V

The 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 on the following page, have been duly elected.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet

ARTICLE II

The purpose of the organization also includes the following:

1. To do and perform every other act and carry on every other business whatsoever, as may be convenient or proper for the accomplishment of the foregoing purposes, including, without limitation, the power to hold, contract for, purchase, own, use, manage, operate, lease, improve, mortgage, sell borrow, take by grant, gift or devise, dispose of or otherwise deal with real estate, personal property, personal services and goods of every name and nature.
2. To sell, exchange, convey, mortgage, lease, transfer, endorse or dispose of any of the corporation ' s property, whether real or personal, as may be convenient or required to accomplish the charitable purpose of the corporation.
3. To solicit and receive contributions of time and/or money and any and every type of property, real or personal, or mixed, from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
4. To further do any and all other purposes limited to and consistent with those allowed by M.G.L.c. 180, §4 and with the purpose enumerated in 501(c)(3) of the Internal revenue Code as amended from time to time.

ARTICLE IV

Other provisions:

1. Business of the corporation shall be conducted only in duly-constituted meetings of the Board of Directors as provided by the by-laws.
2. The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by (a) an organization exempt from Federal Income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law, or (b) an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or corresponding provisions of any subsequent law.
3. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501 (h)) or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidates for public office.
4. The assets and income of the corporation shall not be distributable to, or benefit any of its members, trustees, directors, officers, or any private individuals (except that nothing contained herein, however, shall be deemed to prohibit payment of reasonable compensation to employees and/or independent contractors for services rendered to or for the organization). No member, trustee, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the organization ' s assets on dissolution of the organization.
5. Except as otherwise may be required or permitted by law, the corporation may at any time authorize a petition for its dissolution pursuant to M.G.L.c. 180, §11A, by an affirmative vote of a majority of the directors of the organization then in office, provided, however, that in the event of dissolution, all the remaining assets and property of the organization shall, after payment of all the necessary expenses thereof, be distributed to a charitable organization in the City of Malden, as designated by a recommendation of the Board. The organization so designated shall qualify under Section 501(c)(3) of the Internal Revenue Code 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Massachusetts.
6. In any year in which the organization is a private foundation as described in Section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC Section 4942, and the organization shall not: (a) engage in any act of self-dealing as defined in IRC Section 4941(d); (b) retain an excess business holdings as defined in IRC Section 4943(c); (c) make any investments in such a manner as to subject the organization to tax under IRC Section 4944; or (d) make any taxable expenditures as defined in IRC Section 4945 (d) or corresponding provisions of any subsequent Federal tax laws.
7. The personal liability of officers and directors of the corporation for monetary damages for breach of fiduciary duty as officer or director shall be eliminated or limited to the maximum extent as allowed by M.G.L.c. 180, as amended.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

110 Pleasant Street, Malden, MA 02148

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

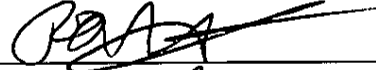
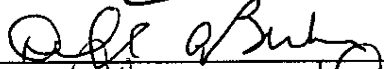

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Maria Luise	1410 Eastern Avenue, Malden, MA	
Treasurer:	Deborah Burke	15 Autumn Lane, Reading, MA	
Clerk:	Ron Hogan	5 Cider Mill Road, Saugus, MA	
Directors: (or officers having the powers of directors)	Ron Hogan	5 Cider Mill Road, Saugus, MA	
	Deborah Burke	15 Autumn Lane, Reading, MA	
	Maria Luise	1410 Eastern Avenue, Malden, MA	

c. The fiscal year of the corporation shall end on the last day of the month of: June

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

I/We, the below signed incorporator(s), 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 officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 17 day of September, 2019.

Ron Hogan	5 Cider Mill Road, Saugus, MA	
Deborah Burke	15 Autumn Lane, Reading, MA	
Maria Luise	1410 Eastern Avenue, Malden, MA 02148	

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

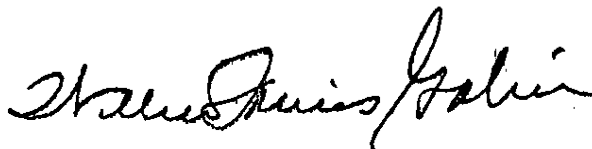
SECRETARY OF THE
COMMONWEALTH

2019 SEP 25 AM 11:22

CORPORATIONS DIVISION

I hereby certify that, upon examination of these 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 \$ 35 having been paid, said articles are deemed to have been filed with me this 25 day of September 20 19.

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

1337156 337155

TO BE FILLED IN BY CORPORATION

Contact information:

Maria Luise _____

1410 Eastern Avenue _____

Malden, MA 02148 _____

Telephone: 781-640-1320

Email: maluise@boslaw.net

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.