

CAMBRIDGE REDEVELOPMENT AUTHORITY

BY-LAWS

AMENDED AND RESTATED: JANUARY 16, 2013

ARTICLE I : AUTHORITY

Section 1: Name

The name of the Authority shall be the “Cambridge Redevelopment Authority.”

Section 2: Seal of Authority

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

Section 3: Office of the Authority

The office of the Authority shall be located within the City of Cambridge, Massachusetts.

Section 4: Members of the Authority

The members of the Authority shall consist of those persons duly appointed and qualified in accordance with the requirements of Chapter 121B of the Massachusetts General Laws and as otherwise provided by applicable law. The powers of the Authority shall be vested in the members.

Section 5: Duties of Members

The members of the Authority shall perform such duties as are incumbent upon them by reason of their election to any office and shall perform such other duties and functions as may from time to time be required by the Authority or the by-laws, or which may arise by reason of their appointment to serve on committees functioning within the Authority or in cooperation with other persons or groups.

Section 6: Compensation of Members

Members shall not be entitled to compensation on account of their service to or on behalf of the Authority, but shall be entitled to the reimbursement of actual and reasonable expenses incurred in connection with such service.

ARTICLE II: OFFICERS

Section 1: Officers

The officers of the Authority shall be a Chair, a Vice-Chair, a Treasurer, an Assistant Treasurer, each of whom shall be a member, and a Secretary who shall be the Executive Director. The Authority may also from time to time elect an Assistant Secretary from among its members. The officers of the Authority shall serve in these capacities without compensation other than payment of necessary expenses.

Section 2: Chair

The Chair shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chair shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business affairs and policies of the Authority.

Section 3: Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, and in case of a vacancy in the office of the Chair.

Section 4: Treasurer and Assistant Treasurer

The Treasurer and the Executive Director, or either of them, shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the Authority except as otherwise authorized or directed by resolution of the Authority. The Authority may by resolution designate one or more additional members and/or employees to sign such orders and checks, and may from time to time qualify, change or cancel any such designation. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer, and in case of a vacancy in the office of the Treasurer.

Section 5: Executive Director

The Executive Director of the Authority shall be the ex-officio Secretary, and shall have general supervision over the administration of the Authority's business and affairs, subject to the direction of the Authority. The Executive Director shall be charged with the management and administration of the affairs and projects of the Authority; shall have care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may select; shall keep regular books of accounts showing receipts and expenditures of the Authority; shall manage and supervise all employees of the Authority; shall report regularly to the Authority on the management and administration of the affairs and projects of the Authority and on the performance and status of its personnel; and shall render to the Authority, from time to time, when requested by the Authority, an account of all transactions and also of the financial condition of the Authority.

The compensation of the Executive Director shall be determined by the Authority. A member of the Authority serving as Secretary and Executive Director in a temporary capacity shall serve without compensation other than the payment of necessary expenses.

Section 6: Secretary and Assistant Secretary

The Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Authority and shall record all votes, and shall keep a record of the proceedings of the Authority in a minute book to be kept for such purpose (such minutes to include all documents and supplementary material forming a part of the minutes), and shall perform all duties incident to such office. The Executive Director shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

In the absence of the Secretary at any meeting, any Assistant Secretary, if elected, shall act as secretary of the meeting and record the minutes of the meeting. Any Assistant Secretary shall have such other powers as the Authority may from time to time designate.

At any regular or special meeting in the absence of the Secretary, or any Assistant Secretary, a Secretary pro tempore may be appointed who shall serve without compensation other than the payment of necessary expenses.

Section 7: Election or Appointment

The Chair, Vice-Chair, Treasurer, Assistant Treasurer and Assistant Secretary (if any) shall be elected at the annual meeting of the Authority, from among the members of the Authority, and shall hold office for one year or until their respective successors are elected and qualified.

The Authority shall appoint one person to fill the office of Secretary and Executive Director. Any person appointed to fill the office of Secretary and Executive Director, or any vacancy therein, shall have such term as the Authority fixes, but no member of the Authority shall be eligible to this office except as a temporary appointee.

Section 8: Vacancies

Should the office of Chair, Vice-Chair, Treasurer, Assistant Treasurer or Assistant Secretary become vacant, the Authority shall elect a successor from its membership at the next meeting, and such election shall be for the unexpired term of said office.

Section 9: Additional Personnel

The Authority shall, to the maximum extent it deems practicable, avail itself of the services of the City of Cambridge to perform its official powers, duties and functions, and may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions.

ARTICLE III : MEETINGS

Section 1: General Provisions

Annual meetings and regular meetings of the Authority shall be held in Cambridge at such time and place as may be originally designated or subsequently changed by resolution adopted by the Authority at any regular or special meeting. All meetings shall be held at the office of the Authority in the absence of the specific designation of some other meeting place in any such resolution. In the event that the date of any annual or regular meeting as provided in any such resolution shall fall on a Sunday or a legal holidays, the meeting shall be held on the next succeeding business day at the place and time designated in the resolution. Notice of all such meetings shall be provided in accordance with applicable law.

Section 2: Annual Meetings

Annual meetings of the Authority shall be held in February of each year for the purposes of electing officers, receiving the annual report of the Executive Director and for the conduct of such other business as may come before the meeting.

Section 3: Regular Meetings

Regular meetings of the Authority shall be held, following notice issued in accordance with applicable law, at least once in each calendar month for the transaction of the business of the Authority.

Section 4: Special Meetings

The Chair of the Authority may, when the Chair deems it expedient or when requested to do so by the Executive Director, and shall, upon the written request of two members of the Authority, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting shall be posted as provided by applicable law, and may be delivered to any member of the Authority or may be mailed to his or her business or home address at least forty-eight (48) hours prior to the date of such special meeting.

Section 5: Quorum

Three members shall constitute a quorum for the purpose of conducting the Authority's business and exercising its powers and for all other purposes, but a smaller number may meet and adjourn from time to time until a quorum is obtained, provided that at least twelve hours' notice of the time and place of holding such adjourned meeting shall be given to all members who were not present at the meeting from which adjournment was taken, provided further, that notice of any such meeting shall in any event comply with the applicable requirements of Massachusetts law. When a quorum is in attendance, action may be taken, by the Authority upon a vote of a majority, but not less than three, of the members present.

Section 6: Order of Business

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At the regular meetings of the Authority, the following shall be the order of business:

1. Roll call.
2. Public comment on items listed on the Authority's agenda. Time limits on public comment may be prescribed by the Chair.
3. Reading and approval of the minutes of the previous regular meeting and any intervening special meeting.
4. Administrative actions.
5. Development program activities.
6. Other business.
7. Adjournment.

The Chair may, when appropriate and when permitted or authorized by applicable law, call for the Authority to convene in executive session; provided, however, that any such call shall comply with the requirements of the Commonwealth's Open Meeting Law in every respect. All motions and resolutions shall be recorded in the minute book of the Authority.

Section 7: Manner of Voting

All questions for the Authority's formal consideration shall be presented in the form of motions or resolutions, as appropriate. There shall be no need for a second to any such motion in order to be considered by the Authority. Each motion and resolution shall be entered in full in the minutes of the meeting, which shall reflect the name of the member making the motion for the Authority's consideration and the results of any corresponding vote. For the purpose of documenting the results of all votes, it shall be sufficient for the minutes to reflect whether the motion was adopted or rejected unanimously, or if the Authority's action was not unanimous, the names of the members voting in the negative. When required by law, votes shall be by roll call.

ARTICLE IV : AMENDMENTS

Section 1 : Amendments to By-Laws

The by-laws of the Authority shall be amended only by resolution adopted by the affirmative vote of at least three members of the Authority at a regular or special meeting, held after seven days' notice in writing of the substance of the proposed amendment shall have been sent to each member.