

C A M B R I D G E R E D E V E L O P M E N T A U T H O R I T Y

B Y - L A W S

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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.

ARTICLE II : OFFICERS

Section 1 : Officers

The officers of the Authority shall be a Chairman, a Vice-Chairman, a Treasurer, and Assistant Treasurer, and a Secretary who shall be Executive Director. The Authority may also from time to time elect an Assistant Secretary.

Section 2 : Chairman

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

Section 3 : Vice-Chairman

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

Section 4 : Treasurer and Assistant Treasurer

The Treasurer 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 by resolution of the Authority. The Authority may by resolution designate one or more members and/or employees to countersign 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. The Treasurer and Assistant Treasurer shall give bond for the faithful performance of their duties. Any member elected to the office of Treasurer or Assistant Treasurer shall serve without compensation other than payment of necessary expenses.

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 its business and affairs, subject to the direction of the Authority. The Executive Director shall be charged with the management of 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; 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. The Executive Director shall give bond for the faithful performance of such duties, but 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 record all votes, and shall keep a record of the proceedings of the Authority in a minute book to be kept for such purposes [documents and supplementary material forming a part of the minutes may be kept in a supplementary document book], 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 : 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 8 : Election or Appointment

The Chairman, Vice-Chairman, Treasurer and Assistant Treasurer 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 9 : Vacancies

Should the office of Chairman, Vice-Chairman, Treasurer or Assistant Treasurer 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 10 : Additional Personnel

The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the laws of The Commonwealth of Massachusetts applicable thereto.

ARTICLE III : MEETINGS

Section 1 : General Provisions

Annual meetings and regular meetings of the Authority shall be held 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 secular day at the place and time designated in the resolution.

Section 2 : Annual Meetings

Annual meetings of the Authority shall be held without notice 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 without notice at least once in each calendar month for the transaction of the business of the Authority.

Section 4 : Special Meetings

The Chairman of the Authority may, when the Chairman deems it expedient, 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 may be delivered to any member of the Authority or may be mailed to his or her business or home address at least two days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the notice, but if all the members of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

Section 5 : Quorum

The powers of the Authority shall be vested in the Members thereof in office from time to time. Three members shall constitute a quorum for the purpose of conducting its 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. 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

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

1. Roll call.
2. Reading and approval of the minutes of the previous regular meeting and any intervening special meeting.
3. Development program activities.
4. Administrative actions.
5. Other business.
6. Adjournment.

All motions and resolutions shall be copied in a minute book of the Authority.

Section 7 : Manner of Voting

Each motion and resolution shall be enacted in full upon the minutes of the meeting. For all votes, the ayes and nays shall be recorded and shall, when required by law, 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.