

## **BY-LAWS**

APPROVED ON June 17, 2014

BY THE MEDWAY REDEVELOPMENT AUTHORITY

### **ARTICLE I - THE AUTHORITY**

**Section 1. Name:** The official name of the Authority shall be the Medway 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 in Medway, Massachusetts.

### **MEMBERS OF REDEVELOPMENT AUTHORITY**

#### **ARTICLE II - OFFICERS**

**Section 1. Officers:** The officers of the Authority shall be a Chair, a Vice-Chair, a Treasurer, an Assistant Treasurer and a Secretary who shall be the Executive Director.

**Section 2. Chair:** The Chair shall preside at all meetings of the Authority. Except as otherwise authorized by vote of the Medway Redevelopment Authority, the Chair shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chair shall submit recommendations and information as he/she 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 shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Authority except as otherwise authorized by resolution of the Authority. Checks in the amount of five hundred dollars (\$500) or less shall be signed by the Treasurer or Assistant Treasurer. Checks in any amount exceeding five hundred dollars (\$500) shall be signed by the Treasurer or Assistant Treasurer and one additional Member of the Authority. The Authority may by vote designate one or more members 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 the case of a vacancy in the office of the Treasurer. 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. He or she shall be charged with the management of the development projects of the Authority. He or she 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. He or she shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting, or more often if requested, an account of his or her transactions and also of the financial condition of the Authority. The Authority shall determine the compensation of the Executive Director 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:** 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 minutes 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 incidental to his/ her office. He or she shall keep in safe custody the seal of the Authority and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Authority. At any regular or special meeting in the absence of the Secretary, a Secretary pro tempore may be appointed from among the members of the Authority 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 Chair, Vice-Chair, 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 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 Chair, Vice-Chair, 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. Should the office of Secretary become vacant, the Authority may elect a temporary appointee from its membership to serve until a successor is appointed in accordance with Section 8 of these bylaws.

**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 Redevelopment Authority Law of the Commonwealth of Massachusetts, as amended, and all other laws of the Commonwealth of Massachusetts applicable thereto.

### **ARTICLE III - MEETINGS**

**Section 1. General Provisions:** Annual meetings and all other meetings of the Authority shall be held at such time and place as may be originally designated or subsequently changed by vote adopted by the Authority at any meeting. A notice of every meeting held by the Authority is to

be filed with the Medway Town Clerk, and the notice or a copy of the notice is to be publicly posted in the office of the Town Clerk, or principal official location, at least 48 hours (excluding Saturdays, Sundays and legal holidays) before the meeting. The public notice shall state the date, time and place of the 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 vote.

**Section 2. Annual Meetings:** Annual meetings of the Authority shall be held 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. The Fiscal Year shall run in conjunction with the Town of Medway's Fiscal Year which is from July 1 to June 30.

**Section 3. Regular Meetings:** Regular meetings of the Authority shall be held at least once each calendar month for the transaction of the business of the Authority. The Chair of the Authority may, when he or she deems it expedient, cancel a regular meeting.

**Section 4. Special Meetings:** The Chair of the Authority may, when he or she 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 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 after compliance with the Open Meeting Law until a quorum is obtained. 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 of the Members present.

**Section 6. Voting:** All votes shall be recorded in writing and copies shall be kept in a minutes book of the Authority.

## **ARTICLE IV**

**Section 1. Indemnification:** Members and employees of the Authority may be indemnified as provided for in General Laws chapter 258, §9.

## **ARTICLE V - AMENDMENTS**

**Amendments to By-Laws:** The by-laws of the Authority shall be amended only 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.

## **ARTICLE VI**

**Section 2. Effective Date:** These By-laws shall become effective immediately upon adoption thereof.

## **ARTICLE VII - EXECUTION OF DEEDS**

Any deed or other conveyance of property of the Authority shall be signed by the Chair or Vice-Chair and at least two additional Members of the Authority.