



City of Cambridge

IN CITY COUNCIL

April 2, 1979

ORDERED:

That the City Manager be and hereby is requested to file a 121A Application and form a 121A East Cambridge Development Corporation for the East Cambridge UDAG Area.

In City Council April 2, 1979
Adopted by a yea and nay vote:
Yeas 7; Nays 0; Absent 1; Present 1.
Attest: Paul E. Healy, City Clerk

A true copy,

ATTEST:

Paul E. Healy
CITY CLERK

City of Cambridge

MASSACHUSETTS

Agenda #13 Application for authorization and approval of a project under Mass. G.L. (Ter. Ed.) Chapter 121A, as amended.

In City Council April 2 1979

	YEA	NAY	ABSENT	PRESENT
Mr. Crane	✓			
Mr. Duehay	✓			
Mr. Frisoli			✓	
Ms. Graham	✓			
Ms. Preusser	✓			
Mr. Sullivan	✓			
Mr. Vellucci	✓			
Mr. Wylie	✓			
Mayor Danehy				✓
	7	0	1	1

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Mathematical Analysis

Chapter 1

1.1. The Real Number System

Let \mathbb{Q} denote the set of rational numbers. It is well known that \mathbb{Q} is a field under the usual addition and multiplication.

Let \mathbb{R} denote the set of real numbers. It is well known that \mathbb{R} is a field under the usual addition and multiplication.

Let \mathbb{C} denote the set of complex numbers. It is well known that \mathbb{C} is a field under the usual addition and multiplication.

Let \mathbb{H} denote the set of quaternions. It is well known that \mathbb{H} is a division ring under the usual addition and multiplication.

Let \mathbb{O} denote the set of octonions. It is well known that \mathbb{O} is an octonion algebra under the usual addition and multiplication.

Let \mathbb{S} denote the set of sedenions. It is well known that \mathbb{S} is a sedenion algebra under the usual addition and multiplication.

Let \mathbb{A} denote the set of octonions. It is well known that \mathbb{A} is an octonion algebra under the usual addition and multiplication.

Let \mathbb{B} denote the set of sedenions. It is well known that \mathbb{B} is a sedenion algebra under the usual addition and multiplication.

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City of Cambridge

MASSACHUSETTS

In City Council April 2, 1977

	YEA	NAY	ABSENT	PRESENT
Mr. Crane	✓			
Mr. Duehay	✓			
Mr. Frisoli			✓	
Ms. Graham	✓			
Ms. Preusser	✓			
Mr. Sullivan	✓			
Mr. Vellucci	✓			
Mr. Wylie	✓			
Mayor Danehy				✓
	7	0	1	1

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BY-LAWS

EAST CAMBRIDGE COMMUNITY DEVELOPMENT CORPORATION, INC.

ARTICLE I - NAME

1. The name of this corporation is East Cambridge Community Development Corporation, Inc. (this Corporation).

2. The principal office of this Corporation is c/o City Manager, City Hall, Cambridge, Massachusetts 02139. This Corporation may have such other offices and such mailing addresses as the Board of Directors may determine.

ARTICLE II - PURPOSES

As set forth in the Articles of Organization.

ARTICLE III - MEMBERS

1. The membership of the Corporation shall consist, at all times, of the City Manager and the City Councillors of the City of Cambridge who are then in office. Each member shall be a member of such time as he or she holds such office and until his or her successor is duly elected or appointed, as the case may be, to and qualifies for such office. The Board of Directors may at any time elect to membership, on such terms as they from time to time may determine, such additional persons as they consider eligible. There shall be one class of members.

2. Any member may resign at any time by filing a written resignation with the Clerk. Any member may be removed from membership, with or without cause, by the majority vote of all the other members of the Board of Directors.

3. Each member shall have one vote. Members may vote at meetings of the members in person or by proxy.

ARTICLE IV - MEETINGS OF MEMBERS

1. All meetings of the members shall be held in Massachusetts at such place as is stated in the call or notice of said meeting.

2. The annual meeting, of the members shall be held on the third Tuesday in May, at such hour and place as the Board of Directors may determine. The purposes for which said meeting is to be held, in addition to those prescribed by these by-laws, may, but need not, be specified by the Board of Directors or by writing signed by the President, the Clerk, a majority of the Directors or a majority of the members. If such annual meeting is not held as herein provided, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting.

3. Special meetings of the members may be called by the President, the Clerk or a majority of the Directors, and shall be called by the Clerk, or, in case of the death, absence, incapacity or refusal of the Clerk, by any other officer upon written application of three or more of the members. Such call shall state the time, place and purposes of the meeting.

4. A written notice of each meeting of members, stating the place, day and hour thereof and, in the case of a special meeting, the purposes for which the meeting is called, shall be given by the Clerk at least seven days before the meeting to each member by leaving such notice with him or at his residence or usual place of business, or by mailing it postage prepaid and

addressed to such member at his address as it appears upon the books of this Corporation. In case of the death, absence, incapacity or refusal of the Clerk, such notice may be given by any other officer or by a person designated either by the Clerk or by the persons calling the meeting or by the Board of Directors. No notice of the time or place of any regular meeting of the members or of the time, place of purposes of any agreed meeting shall be required if every member or his attorney, thereunto authorized, shall waive such notice by a writing which is filed with the records of the meeting.

5. Except as otherwise specifically required by law or by the Articles of Organization or these by-laws, one-third of those entitled to vote at any meeting shall constitute a quorum except that a majority of those entitled to vote shall constitute a quorum if there shall be ten (10) or fewer members. When a quorum is present at any meeting, a majority of the votes cast, except where a larger vote is required by these by-laws, shall decide any question brought before such meeting. A majority of those present at any meeting, though less than a quorum, may adjourn the meeting from time to time and such meeting may be held as adjourned without further notice.

ARTICLE V

BOARD OF DIRECTORS

1. There shall be a Board of Directors which shall consist of not less than five nor more than twelve members. The number of initial Directors shall be determined by, and the initial Directors shall be elected by, the Incorporator.

2. The number of Directors to serve until the next annual meeting of members shall be such number as are designated by the members at the annual meeting prior to the election of Directors thereat.

3. The Board of Directors shall have and may exercise all the powers of this corporation except such as are expressly and clearly conferred upon the members by these by-laws.

4. Regular meetings of the Board of Directors may be held without call or formal notice at such places and at such times as the Board may determine by vote from time to time. A regular meeting of the Board of Directors may be held without call or formal notice immediately after and at the same place as the annual meeting of the members, or the special meeting of the members held in place of such annual meeting.

5. Special meetings of the Board of Directors may be held at any time and at any place when called by the President, the Clerk, or two or more Directors, reasonable notice of such time and place being given to each Director by the Clerk or, in

case of the death, absence, incapacity or refusal of the Clerk, by the officer or Directors calling the meeting, or at any time without call or formal notice provided that all the Directors are present or waive notice thereof by a writing which is filed with the records of the meeting. Reasonable notice shall be deemed to have been given if a Director shall be notified of the meeting the day prior to such meeting by telephone.

6. A majority of the Directors then in office shall constitute a quorum for the transaction of business, but a less number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the Directors in attendance thereat, except where a larger vote is required by these by-laws, shall decide any question brought before such meeting.

7. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE VI

COMMITTEES

1. The Board of Directors, or the President with the approval of the Board of Directors, may appoint committees of members of this Corporation. Such committees may be continuing or temporary, and may include an executive committee (composed solely of Directors) to which may be delegated, from time to time and until further order of the Board of Directors, any or all of the power of said Board except as otherwise required by law, by the Articles of Organization or by these by-laws.

2. The Board of Directors shall have the authority to fix the duties and responsibilities of all committees. All committees shall act under the supervision of the Board of Directors except as otherwise provided in these by-laws.

3. Members of all committees may be removed at any time with or without cause and all or any of the committee or committees may be terminated at any time by the Board of Directors.

4. Each committee may make such rules and regulations as the Board of Directors may approve and as the committee may deem proper for its own government and for the transaction of its business (including but not limited to rules with respect to call or notice or waiver of call and notice, and the number necessary to constitute a quorum). Except as otherwise provided by the

committee or such rules and regulations, committee business shall be conducted in the same manner as is provided by these by-laws for the conduct of business by the Board of Directors.

ARTICLE VII

OFFICERS

1. The officers of this Corporation shall be a President, a Clerk, a Treasurer and such other officers as the Board of Directors may appoint in their discretion. Officers may be members. They may, but need not, be Directors unless otherwise provided in these by-laws. The President, the Clerk and the Treasurer shall be elected annually by the Board of Directors at its first meeting following the annual meeting of members or the special meeting in lieu thereof. All officers shall hold office during the pleasure of the Board of Directors.

2. So far as is permitted by law, any two or more offices may be filled by the same person. Subject to law, to the Articles of Organization and to the other provisions of these by-laws, each officer shall hold office until the next annual meeting (or special meeting in place thereof) of the members and until his successor is chosen and qualified. Subject to these by-laws each officer shall have in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office, and such duties and powers as the Board of Directors shall from time to time designate.

President

3. The President shall be the chief executive officer of this Corporation. Except as otherwise voted by the Board of

Directors, he shall preside at all meetings of the members and of the Board of Directors at which he is present. The President shall have custody of the treasurer's bond, if any. If requested by the Board of Directors so to do, he shall submit an annual report to the Board of Directors setting forth the work of this Corporation, its financial operations and status, and a budget for the ensuing year.

4. The President must be a Director and must be elected by not less than a majority of the Directors then in office.

Clerk

5. The Clerk shall be a resident of Massachusetts, shall keep these by-laws, with a reference in the margin to all amendments thereof, shall attend and keep a true record of all meetings of members in a book to be kept therefor, which book shall be kept at the principal office of this Corporation and shall be open at all reasonable times to inspection by any member and shall keep a list of all of the members with their addresses, said list to be available at all reasonable times to inspection by any member. In the absence of the Clerk at any such meeting, a temporary clerk shall be chosen who shall record the proceedings of such meeting in the aforesaid book.

6. The Clerk shall also keep accurate minutes of all meetings of the Board of Directors and in his absence from any such meeting a temporary clerk shall be chosen who shall record the proceedings of such meeting.

7. In the absence or disability of the President, the Clerk shall assume the duties of President. He shall have such

other duties and powers as the Board of Directors shall designate from time to time.

Treasurer

8. The Treasurer, subject to the direction and under the supervision of the Board of Directors, shall have the general charge of the financial concerns of this Corporation and the care and custody of the funds and valuable papers of this Corporation, except his own bond, if any, and he shall have the power to endorse for deposit or collection all notes, checks, drafts and other obligations for the payment of money payable to this corporation or its order, and to accept drafts on behalf of this corporation. He shall keep, or cause to be kept, accurate books of account. If required by the Board of Directors he shall give bond for the faithful performance of his duty in such form, in such sum and with such sureties as the Board of Directors shall require.

ARTICLE VIII

VACANCIES

If the office of any Director or of any officer becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the Directors or the remaining Directors, though less than a quorum may choose by a majority vote of their entire number, unless such vacancy in the office of a Director shall have been filled by the members, a successor who shall hold office for the unexpired term.

ARTICLE IX

EXECUTION OF PAPERS

Unless the Board of Directors shall authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by this Corporation shall be signed by the President or by the Clerk. The Board of Directors may adopt a seal for the Corporation and alter it at their pleasure.

ARTICLE X

ADVISORY COMMITTEES OR PANELS

The Board of Directors may appoint from their number, or from among such persons as the Board may see fit, one or more advisory committees or panels, and at any time may appoint additional members thereto. The members of any such committee or panel shall serve during the pleasure of the Board of Directors. Such advisory committees or panels shall advise with and aid the Directors and officers of this Corporation in all matters designated by the Board of Directors. Each such committee or panel, subject to the approval of the Directors, may prescribe rules and regulations for the call and conduct of meetings of that body and other matters relating to its procedure.

ARTICLE XI

FISCAL YEAR

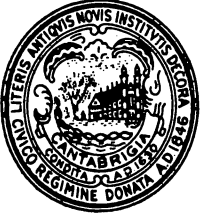
Except as from time to time otherwise provided by the Board of Directors, the fiscal year of this Corporation shall be the calendar year.

ARTICLE XII

AMENDMENTS

1. These by-laws may be amended or repealed and new by-laws may be adopted by vote of two-thirds of the members present at a meeting of which the notice shall have specified the subject matter of the proposed change or the articles to be affected thereby.

2. Except as otherwise required by law, these by-laws and the Articles of Organization of this Corporation may be amended from time to time by the affirmative vote of at least two-thirds of the voting members, provided that no amendment shall authorize or permit this Corporation to be operated otherwise than exclusively for charitable, education or scientific purposes.



CITY OF CAMBRIDGE

CAMBRIDGE, MASSACHUSETTS 02139
Tel. 498-9011

EXECUTIVE DEPARTMENT
JAMES L. SULLIVAN
City Manager

April 2, 1979

To the Honorable, the City Council:

I herewith re-introduce the East Cambridge 121A Development Corporation for your consideration. John Bok, the UDAG project attorney will be present at the meeting to present for discussion the Application materials, Corporation papers and By-laws.

Enclosed is a copy of the proposed By-laws for the East Cambridge 121A Corporation. You will note the following highlights in reviewing these proposed By-laws:

- Membership of the corporation will consist of the City Manager and the City Councillors who are then in office, although the Board of Directors shall consist of not less than five nor more than twelve members. The President (City Manager) must be one of the Directors.
- The president shall be the Chief Executive Officer of this Corporation. He would preside at all meetings. The President, Treasurer, and Clerk will perform day-to-day functions of the Corporation, such as scheduling meetings, keeping minutes and dealing with Corporate transactions.
- An Executive Committee can be established which could have any or all powers of the Board.
- Meetings can be scheduled quite easily and at the convenience of the Board Members. For example, we could schedule meetings one hour before the City Council meetings, since many Councillors arrive early for Council meetings.
- An annual meeting must be held each year in May. Special meetings can be called by the President, Clerk or Majority of the Directors.

We will discuss this material in more detail at the Council Meeting.

Very truly yours,

James L. Sullivan
 James L. Sullivan
 City Manager

JLS/mbf
Enc.

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Re-introducing the East Cambridge 121A Development Corporation.

In City Council,

April 2, 1979

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4/2/1979

Charles Adams

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