BYLAWS

EAST CAMBRIDGE COMMUNITY DEVELOPMENT CORPORATION

ARTICLE I - NAME

1. The name of this corporation is East Cambridge Community Development Corporation (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 Councilors of the City of Cambridge who are then in office, and they shall be members of this Corporation in their official capacities only and not personally. Each member shall be a member for such time as he or she holds such office and until his or her successor is duly elected to and qualifies for such office. There shall be one class of members.

2. No removal; no resignation.

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 the City of Cambridge, Massachusetts, at such place as is stated in the call or notice of said meeting and at such time so that it is before, during or after a meeting of the City Council of the City of Cambridge.

2. The annual meeting of the members shall be held on the first Monday 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 bylaws, 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 busines 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 the same time and manner as is required for meetings of the City Council 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 or purposes of any agreed meeting shall be required if every member of 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 bylaws, one-half 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 bylaws, 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 the City Councillors ~~and the City Manager~~ of Cambridge, Massachusetts, serving in their official capacities, and the same serving at the time of the adoption of these bylaws shall be elected by the Incorporator as the initial directors.

2. 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 bylaws.

3. Regular meetings of the Board of Directors may be held without call or formal notice, such meetings to be held at City Council Chambers, City Hall, Cambridge, Massachusetts, before, during or after meetings of Cambridge City Council, whether general or special, 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 or the meeting at the same time and manner as is required for meetings of the City Council.

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 bylaws, 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.

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 bylaws.

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 bylaws 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. 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 be employees of the City of Cambridge, shall serve in their official capacities without payment of any additional salary and 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 bylaws, 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 bylaws 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. Unless otherwise determined by a vote of two-thirds of of the Directors, the President shall be the City Manager of the City of Cambridge serving in such capacity.

Clerk

5. The Clerk shall be a resident of Massachusetts, shall keep these bylaws, 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. 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. Unless otherwise determined by a vote of two-thirds of the Directors, the Clerk shall be the UDAG Coordinator for the City of Cambridge serving in such capacity.

Treasurer

7. 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.

8. In the absence or disability of the President, the Treasurer 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. Unless otherwise determined by a vote of two-thirds of the Directors, the Treasurer shall be the Assistant City Manager for Community Development for the City of Cambridge, serving in such capacity.

ARTICLE VIII - VACANCIES

If the office of any member, Director or of any officer becomes vacant by reason of death, resignation, removal or disqualification of wuch person as a city councillor or official of the City of Cambridge, the official replacing such person as city councillor or city official shall automatically assume such office in this Corporation.

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 and by the Treasurer. 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.

ARTIVLE 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 bylaws may be amended or repealed and new bylaws 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 bylaws 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, educational or scientific purposes.

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April 2, 1979

TO: City Council, City of Cambridge

FROM: John Bok

RE: East Cambridge Community Development Corporation

At the City Council meeting on March 19, an initial draft of an Application under Chapter 121A and related Articles of Organization and Bylaws for the above corporation were presented and discussed. In the light of concerns expressed, these documents were revised and clarified and this memorandum prepared.

(a) Purpose of Corporation. Under the Riverfront UDAG application and approval, the City of Cambridge is committed to carry out an intricate program of assisting, cajoling and directing large-scale real estate development by a variety of private and public developers so that an immense and important section of the City can be renewed and transformed. On the City's part, this will require the negotiation of options, swop agreements and sales and financing arrangements for much of the land in the area. This activity is difficult to impossible for the City to conduct directly - a corporate entity is a convenience and probably a necessity. Such an entity must be civic in nature, nonprofit in structure and capable of obtaining the power of eminent domain. Chapter 121A provides state authority for the creation of such a corporation.

(b) Role of Councillors. Since the corporation is designed to carry out the City's work, it seemed appropriate to place the councillors in the role of directors, members and incorporators (that is, the policymaking positions) and the City Manager and other responsible administrators in the staff or administrative roles as corporate officers. This both demonstrates the essentially civic nature of the corporation as the City's chosen instrument and insures the corporation and the City will operate as one.

(c) Legal Responsibility and Liability of Councillors. Participation in the activities of the corporation should expose councillors to no additional liability, since the corporation will be carrying out City functions. The corporate charter provides

Recd at F10/4/2/79 at RFK School

for indemnification of directors and officers for all expenses, judgments etc. unless a court finds a director's action not in good faith and in belief that action was in the best interests of the corporation.

(d) Mechanics. Since the councillors will be conducting the business of the corporation in an *ex officio* capacity, as part of their elected function, all councillors should serve as members and directors for as long as they are in office as councillors. Meetings of the directors of the corporation may, but need not be, held during, before or after meetings of the City Council as a matter of its business. The bylaws have been revised to so provide.

(e) Alternatives. In place of the councillors as *ex officio* directors and members, designated city officials (*i.e.*, the City Manager, Assistant Manager etc.) could be utilized as directors and/or members. For example, the councillors could serve as members only and elect a three-man board of directors to manage the corporation.

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