

**A RESOLUTION APPROVING AND
ADOPTING THE BY-LAWS OF THE
MALDEN REDEVELOPMENT AUTHORITY**

WHEREAS, pursuant to the provisions of the Housing Authority Law of the Commonwealth of Massachusetts, the Governing Body of the City of Malden and the Mayor have duly authorized the organization of the Malden Redevelopment Authority; and

WHEREAS, the Mayor has appointed and the City Council has confirmed the appointment of four members of the Malden Redevelopment Authority and the State Board of Housing has appointed a fifth member of the Malden Redevelopment Authority; and

WHEREAS, all of said Members have duly taken their oaths of office, and

WHEREAS, the City Clerk has duly notified the State Board of Housing and Secretary of the Commonwealth of the appointment and qualification of the Members of the Malden Redevelopment Authority; and

WHEREAS, the Secretary of the Commonwealth has been requested to issue the required Certificate of Organization for the Malden Redevelopment Authority,

NOW, THEREFORE, BE IT RESOLVED BY THE MALDEN REDEVELOPMENT AUTHORITY:

Section 1. That the Malden Redevelopment Authority is hereby declared to be properly organized and authorized to transact business and exercise its powers in accordance with the provisions of the Housing Authority Law of the Commonwealth of Massachusetts.

Section 2. That the following by-laws be and hereby are approved and adopted as the by-laws of the Malden Redevelopment Authority.

**BY-LAWS OF THE
MALDEN REDEVELOPMENT AUTHORITY**

ARTICLE I -- THE AUTHORITY

Section 1. Name of the Authority. The name of the Authority shall be MALDEN REDEVELOPMENT AUTHORITY.

Section 2. Seal of the Authority. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority, the word "Massachusetts" and the year of its organization.

Section 3. Office of the Authority. The office of the Authority shall be located within the City of Malden, Massachusetts, and shall be designated and may from time to time be changed by resolution adopted at any regular or special meeting of the Authority.

ARTICLE II -- OFFICERS

Section 1. Officers. The Officers of the Authority shall be a Chairman, a Vice-Chairman, a Treasurer, an Assistant Treasurer, and an Executive Director who shall be ex-officio 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, and countersign all checks for the expenditure of funds for any purpose whatsoever. At each meeting, the Chairman shall submit such recommendations and information as he 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 with the approval of the Authority upon detailed vouchers submitted to the Authority, except as otherwise authorized by resolution of the Authority. He 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 shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority at each regular meeting or oftener when requested, an account of his transactions and also of the financial condition of the Authority. 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 as the Authority may determine. The Treasurer and Assistant Treasurer (if he is a Member of the Authority) shall serve without compensation other than the payment of necessary expenses.

Section 5. Executive Director. The Executive Director shall have general supervision over the administration of its business and affairs, subject to the direction of the Authority. He shall be charged with the management of the redevelopment projects of the Authority. He shall, under the supervision of the Treasurer, keep regular books of accounts showing receipts and expenditures and shall render to the Authority, at each regular meeting or oftener when requested, an account of his transactions and also of the financial condition of the Authority. He shall be charged with the duty of collecting all moneys, accounts receivable, rents, or chooses in action which may be due the Authority for any reason whatsoever, and depositing the same to the

account of the Authority. He shall be further charged with the prosecution of all claims and actions for and in behalf of the Authority.

The compensation of the Executive Director shall be determined by the Authority and he shall give bond for the faithful performance of his duties as the Authority may determine, but a Member of the Authority serving as Executive Director in a temporary capacity shall serve without compensation other than the payment of necessary expenses.

Section 6. Secretary. (The Executive Director of the Authority shall be ex-officio Secretary. In that capacity, he, 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, and shall perform all duties incidental to his office. He 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 of the Authority 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 duties and 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 and Vice-Chairman shall be elected at the annual meeting of the Authority from among Members of the Authority and shall hold office for one year or until their successors are elected and qualified. The Treasurer and the Assistant Treasurer shall be appointed by the Authority and shall hold office for one year or until his successor is appointed.

The Authority shall appoint one person to fill the Office of Executive Director and Secretary. Any person appointed to fill the Office of Executive Director and Secretary, 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 or Vice-Chairman 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 Redevelopment Authority Law and all other laws of the Commonwealth of Massachusetts

applicable thereto. The selection and compensation of such personnel, including the Secretary, shall be determined by the Authority subject to the laws of the Commonwealth of Massachusetts.

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 holiday, the meeting shall be held on the next succeeding secular day at the place and time designated by the resolution.

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 conducting of such other business as may come before the meeting. The Secretary shall send a written notice to each member three days before the Annual Meeting but the failure to send such notice shall not effect the validity of such meeting.

Section 3. Regular Meetings Regular meetings of the Authority shall be held at least once in each calendar month for the transaction of the business of the Authority. The Secretary shall send a written notice of each regular meeting to each member three days before such meeting but failure to send such notice shall not effect the validity of such meeting.

Section 4. Special Meetings The Chairman of the Authority may, and when he 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 of 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 the quorum is obtained. Where practicable, at least twelve hours notice of the time and place of holding such adjourned meetings shall be given to all members who were not present at the meeting from which adjournment was taken. No action shall be taken by the Authority except upon an affirmative vote of at least three Members of the Authority.

Section 6. Order of Meeting 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. Bills and communications
4. Report of the Executive Director
5. Report of the Treasurer
6. Reports of Committees
7. Unfinished business
8. New Business
9. Adjournment

All Resolutions shall be in writing and shall be copied in a minute book of the Authority.

Section 7. Manner of Voting. All questions coming before the Authority, other than matters of procedure and the election or appointment of officers, shall be presented in the form of resolutions chronologically numbered. The vote on all resolutions shall be by roll call, and each resolution shall be entered in full upon the minutes of the meeting, together with the ayes and nays thereon.

ARTICLE IV -- AMENDMENTS

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 Member of the Authority at a regular or special meeting held after three days notice in writing of the substance of the proposed amendment shall have been sent to each member.

PROPOSED AMENDMENTS

RESOLVED that the By-Laws of Malden Redevelopment Authority be amended as follows:

Article II be amended by striking from Section 1 thereof the following "who shall be ex-officio Secretary" and inserting in place thereof the following "and a Secretary. The offices of Executive Director and Secretary may be held by the same person::; so that said Section shall read as follows: "The Officers of the Authority shall be a Chairman, a Vice-Chairman, a Treasurer, an Assistant Treasurer, and an Executive Director, and a Secretary. The offices of Executive Director and Secretary may be held by the same person";

And by striking from Section 6 thereof the following: "The Executive Director of the Authority shall be ex-profficio Secretary. In that capacity, he" and inserting in place thereof the following: "The Secretary," so that Section 6 shall read as follows: "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, and shall perform all duties incidental to his office. He 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 of the Authority 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";

And by striking from Section 8 thereof the second paragraph, and inserting in place thereof the following:

"Section 8a. The Executive Director shall be appointed by the Authority, for such term as the Authority shall fix; and no member of the Authority shall be eligible for appointment to this office, except as a temporary appointment; Section 8b. The Secretary shall be appointed by the Authority, and shall have such term as the Authority shall fix."

That Article III, Section 2 be amended by inserting after the words "Annual Meetings of the Authority," the following: "shall be held on the third Thursday in January in each year", so that the said Section 2 shall read as follows: Annual Meetings of the Authority shall be held on the third Thursday in January in each year, for the purpose of electing officers, receiving the annual report of the Executive Director, and for the conducting of such other business as may come before the meeting. The Secretary shall send a written notice to each member three days before the Annual Meeting but failure to send such notice shall not effect the validity of such meeting.

That Article III, Section 3 be amended by striking therefrom "once"; and inserting in place thereof "on the third Thursday", so that said Article III, Section 3 shall read as follows: "Section 3. Regular Meetings. Regular meetings of the Authority shall be held at least on the third Thursday in each calendar month for the transaction of the business of the Authority. The Secretary shall send a written notice of each regular meeting to each member three days before such meeting but failure to send such notice shall not affect the validity of such meeting."

RESOLVED that whereas the Mayor and the Council of the City of Malden on January 5, 1960 passed and approved order #16 of 1960 determining and reaffirming a need for a Redevelopment Authority in the City of Malden, and ratifying all actions taken by the said Malden Redevelopment Authority prior to January 5, 1960, NOW, THEREFORE, the Malden Redevelopment Authority does hereby adopt, ratify and affirm all actions taken by Malden Redevelopment Authority prior to January 5, 1960.

RESOLVED that Beatrice Richmond be and hereby is appointed Secretary of the Malden Redevelopment Authority with power to act as such until further vote of the Authority.