

SOUTHFIELD REDEVELOPMENT AUTHORITY
BOARD OF DIRECTORS' BY-LAWS

ARTICLE I - THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be the Southfield Redevelopment Authority.

Section 2. Purpose. The Authority, a body politic and corporate, shall conduct itself in accordance with its statutory authority Chapter 291 of the Acts of 2014 AN ACT TO PROMOTE THE SUSTAINABLE ECONOMIC DEVELOPMENT OF THE FORMER WEYMOUTH NAVAL AIR STATION FOR THE BENEFIT OF THE TOWNS OF ABINGTON, ROCKLAND, AND WEYMOUTH, THE NAS SOUTH WEYMOUTH REGION AND THE COMMONWEALTH. In furtherance of its statutory authority, it is the goal of the Southfield Redevelopment Authority to promote the expeditious and orderly conversion and redevelopment of NAS South Weymouth for nonmilitary purposes including, but not limited to, commercial, housing, industrial, institutional, educational, governmental, recreational, conservation or manufacturing uses in order to prevent blight, economic dislocation and additional unemployment and to aid and strengthen the local economy, the regional economy and the economy of the commonwealth.

To achieve its primary purpose of securing the redevelopment of NAS South Weymouth to the greatest benefit of the towns of Abington, Rockland and Weymouth, the authority shall be guided in its financing activities with the goal of maximizing the fiscal benefit to the towns stemming from the redevelopment.

Excerpt from c. 291 of Acts of 2014:

Section 9 (a) The powers and management of the authority, which include all rights and powers of a town council or board of selectmen or mayor of a city or town except as otherwise provided in, directed by, or limited by this act, shall be vested in a board of 9 directors to be appointed as follows: (i) 1 member appointed by the board of selectmen of the town of Abington; (ii) 2 members appointed by the board of selectmen of the town of Rockland; (iii) 2 members appointed by the mayor of the town of Weymouth; (iv) 1 member, who is an experienced labor representative and selected by the president of the Norfolk County Labor Council; (v) 2 members, each of whom shall have legal residency at NAS South Weymouth, one of whom shall be appointed by the Southfield Neighborhood Association and one of whom shall be appointed jointly by the mayor of the town of Weymouth and board of selectmen of Rockland from 4 candidates nominated by the Southfield Neighborhood Association, provided, however, that if such mayor and board have not jointly appointed a candidate within 14 days of becoming eligible to make such appointment, the board of the authority shall appoint this member by an affirmative vote of at least 5 members from the 4 candidates nominated under this clause; and (vi) 1 member, who shall be a member of the board of the South Shore Chamber of Commerce, selected by said chamber. The board shall appoint a chairman from among its members who shall serve in that capacity at the pleasure of the board.

(b) One town appointee from each town shall initially be appointed for a five (5) year term, and all other members shall be appointed for an initial term of three (3) years. Each of the chamber, labor, resident, and town appointees shall thereafter serve terms of 3 years apiece. Any town appointee may also be removed from the board by the executive of the town from which he or she was appointed for reasons deemed by such executive to be sufficient and proper. The resident appointee appointed by the Southfield

Neighborhood Association may be removed from the board by the Southfield Neighborhood Association. The other resident appointee may be removed from the board by a vote of the executive authority of town of Weymouth and Rockland for reasons deemed to be sufficient and proper; provided, however, that if the appointee is appointed by the board of the authority, the appointee may only be removed by a majority vote of the board of the authority.

The labor representative or chamber representative may be removed by a vote of the executive authority of at least two (2) of the towns. All board members shall be eligible for reappointment to additional terms at the expiration of their current terms. Vacancies shall be filled, as applicable, by the respective appointing authority for each such vacancy. Any action taken by the Authority as such board was seated pursuant to the prior enabling act to remove or terminate the master developer shall be null and void.

(c) The town appointees shall have demonstrated expertise and education and experience in 1 or more of the following areas: real estate development, housing, finance, planning, or engineering. The towns shall cooperate to assure the appointment of directors from as many of the foregoing disciplines as possible. The chamber and labor appointees shall have demonstrated expertise in large-scale real estate development and demonstrated expertise in 1 or more of the following areas: housing, finance, business, planning, environment, transportation or municipal government.

(d) Five members of the board shall constitute a quorum. The board may act only when a quorum is present, and then only by a majority of those actually voting, which must in all events include at least four affirmative votes.

(e) Directors may receive compensation as determined from time to time by the advisory board established by section 11. Directors shall receive reimbursement of such incidental expenses determined by the board to be necessary; provided, however, that the annual compensation of the directors shall not exceed \$6,250 or 80 per cent of the total combined average of the annual salaries of the town councilors of the town of Weymouth, whichever is higher.

(f) Directors shall be residents of the commonwealth. No director or employee of the authority shall be a local elected public official of the town of Abington, Rockland or Weymouth, except that residents of the towns of Abington and Rockland who participate in their respective town meetings shall not be restricted from service as a director or employee of the authority. Each resident appointee shall maintain a legal residence within NAS South Weymouth, and each town appointee shall maintain a legal residence in his or her appointing town, at all times during his or her respective term on the board. Any resident or town appointee who fails to maintain his or her legal residence as required shall be automatically disqualified from further service on the board without need for further action by the board or the relevant appointing authority.

(g) Public employees or appointed officials of the federal government and the commonwealth and its political subdivisions may serve as directors of the authority so long as their service as director does not constitute a conflict of interest with their duties as public employees or appointed officials.

(h) Directors shall be subject to chapter 268A of the General Laws.

(i) The directors may, from time to time, by majority vote designate employees of the authority, consultants and other individuals to participate on boards, commissions, committees and other organizations established by the authority or otherwise related to the project as a representative of the directors.

(j) The directors may, from time to time, by majority vote, authorize a person, other than a majority of the board, to issue endorsements, certificates and other ministerial documents in furtherance of actions taken by the board.

(k) The officers and directors of the authority shall have the full protections afforded by section 13 of chapter 258 of the General Laws to the same extent as municipal officers in a city or town which has accepted said section 13 of said chapter 258.

(l) Sections 18 to 25, inclusive, of chapter 30A of the General Laws shall apply to the authority.

Section 10. If a director, or member of his immediate family shall be interested either directly or indirectly, or shall be a director, officer or employee of or have an ownership interest in a firm or authority interested directly or indirectly, in a contract or other matter involving the authority, such interest shall be disclosed to the board and shall be set forth in the minutes of the board. The member having such interest shall not participate on behalf of the authority in any proceeding or decision relating to such contract or matter. For the purpose of this section, immediate family shall include spouse, parent, parent-in-law, brother, brother-in-law, sister, sister-in-law, son, son-in-law, daughter, daughter-in-law and the parent or child of any of such individuals. Notwithstanding the foregoing, or the provisions of chapter 268A of the General Laws, an interest of a resident appointee or of a member of the immediate family of a resident appointee arising solely on account of the appointee's or immediate family member's residing at NAS South Weymouth shall not be disqualifying and shall not be deemed an impermissible conflict of interest.

Section 3. Office of Authority. The Office of the Authority shall be located within the boundaries of NAS South Weymouth, and shall include adequate access and space for conducting public meetings.

ARTICLE II - THE OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chair, a Vice-Chair, and a Clerk.

Section 2. Chair. The Chair shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, or as included within the Executive Director's authority, the Chair shall sign all contracts and/or ratify through signature all contracts prepared by the Executive Director. At each meeting, the Chair shall submit such recommendations and information as he/she may consider proper, concerning the business affairs and policies of the Authority, for inclusion within the Agenda, as prepared by the Executive Director.

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. The Vice-Chair shall also serve as Clerk in the absence of the Clerk.

Section 4. Clerk. The Clerk shall have power to approve all documents as executed by vote of the Authority. The Clerk shall perform the duties of the Chair in the absence or incapacity of the Chair and the Vice-Chair, and in the case of a vacancy in the office of the Chair and the Vice-Chair. At any regular or special meeting in the absence of the Clerk, a Clerk pro tempore may be appointed from among the members of the Authority.

Section 5. 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. The Officers of the Board of Directors, consisting of the Chair, Vice-Chair and Clerk or their designee shall serve as the "investigational unit" for Fraud Investigations, excepting in the event that any such alleged conduct involves an Officer which in which case that person or persons shall be excluded including in the selection in a designee.

Section 6. Election or Appointment. The Chair, Vice-Chair, and the Clerk 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 Executive Director.

Section 7. Vacancies. Should the office of the Chair, Vice-Chair, or Clerk become vacant, the Authority shall elect a successor from its membership at the next meeting. In the event of an elected member resigning, passing away or leaving for any reason, the respective appointing authority(ies) will appoint a suitable replacement to finish the term remaining.

Section 8. Executive Director. The Executive Director of the Authority shall have general supervision over the administration of its business and affairs, subject to the direction of the Authority. The Executive Director shall have oversight of all funds of the Authority and shall inspect monthly and annual reporting and reconciliations. The Executive Director shall execute any contracts, or contract amendments, valued at less than \$50,000. The Executive Director shall approve all Vendor and Payroll Warrants, from the Treasurer, and shall make them available to the Authority, at each regular meeting, and appraise the Authority of material transactions affecting the financial condition of the Authority. The Executive Director shall keep the records of the minutes of the Authority in a meeting minutes book to be kept for such purpose.

Section 9. Additional Personnel. The Authority may from time to time employ additional personnel as it deems necessary to exercise its powers, duties and functions as prescribed by Chapter 291 of the Acts of 2014 of the Commonwealth of Massachusetts, as amended, and all other laws of the Commonwealth of Massachusetts, applicable thereto.

ARTICLE III - ETHICS

Section 1. General. All officers, directors, the executive director and personnel shall act in a professional and ethical manner in carrying out their official duties. They shall be bound by Massachusetts conflict of interest law and the rules and regulations of the State Ethics Commission.

Section 2. Specific Provisions. If a director, or member of his immediate family shall be interested either directly or indirectly, or shall be a director, officer or employee of or have an ownership interest in a firm or authority interested directly or indirectly, in a contract or other matter involving the authority, such interest shall be disclosed to the board and shall be set forth in the minutes of the board. The member having such interest shall not participate on behalf of the authority in any proceeding or decision relating to such contract or matter. For the purpose of this section, immediate family shall include spouse, parent, parent-in-law, brother, brother-in-law, sister, sister-in-law, son, son-in-law, daughter, daughter-in-law and the parent or child of any of such individuals. Notwithstanding the foregoing, or the provisions of chapter 268A of the General Laws, an interest of a resident appointee or of a member of the immediate family of a resident appointee arising solely on account of the appointee's or immediate family member's residing at NAS South Weymouth shall not be disqualifying and shall not be deemed an impermissible conflict of interest.

Section 3. Training and Annual Summary. All newly appointed directors, the executive director and personnel must complete this training within 30 days of beginning public service, and every 2 years thereafter. In addition, every year the Clerk shall provide all officers, directors, the executive director and personnel with the summary of the conflict of interest law.

ARTICLE IV - MEETINGS

Section 1. General Provisions. 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. A notice of every meeting held by the Authority is to be filed with the Town Clerk of the towns of Weymouth, Rockland and Abington. In accordance with section 20 (b) of chapter 30A of the General Laws, meeting notices shall contain a listing of topics that the Chair reasonably anticipates will be discussed at the meeting. Pursuant to 940 CMR 29.03(1)(b), the listing of topics in a meeting notice must contain sufficient specificity to reasonably advise the public of the issues to be discussed at the meeting. The notice or a copy of the notice must be publicly posted on the Authority's website (www.southfieldra.com) and in the office of the Authority, at least 48 hours (excluding Saturdays, Sundays and holidays) before the meeting, excepting in the case of an emergency. The public notice shall state the date, time, place and agenda topics for the meeting. Notice of emergency meetings shall be posted as soon as reasonably possible prior to the meeting. If a discussion topic is proposed after a meeting notice is posted, and it was not reasonably anticipated by the Chair more than 48 hours before the meeting, if reasonably possible, the public notice will be updated to provide the public with as much notice as possible of what additional subjects will be discussed during the meeting.

Section 2. Annual Meeting. The Annual Meeting of the Authority shall be held for the purpose of electing officers or for the conduct of such other business as may come before the meeting. The Annual Meeting shall be the first meeting of each fiscal year.

Section 3. Regular Meetings. Regular meetings of the Authority, as voted in the resolutions, shall be held on the first and third Wednesdays of each month, or as needed for the effective transaction of business of the Authority.

Section 4. Special Meetings/Emergencies. The Chair, or Vice-Chair of the Authority may when he/she deems it a necessary emergency, which shall be defined as a sudden, generally unexpected occurrence or set of circumstances demanding immediate action, including risk to life or property, and/or shall upon the written request of two Members of the Authority as an Emergency, call a special meeting of the Authority for the purpose of transacting the business of the Emergency in the call. The call for a special meeting may be emailed/delivered to all Members of the Authority or may be mailed to his/her business or home address as soon as possible if prior to the 48 hours required for Regular Meetings. At such special meeting, no business shall be considered other than as designated in the notice. In the inability of the Chair/Vice Chairman to call a meeting, which till reach a quorum to react to such emergencies, the Chair and or Vice Chair may authorize the Executive Director to act on behalf of the Board and such action to be ratified at the following Regular or Special/Emergency Meeting. Such action of the Executive Director shall be limited to mitigate the imminent threat to life and/or property.

Section 5. Quorum. The powers of the Authority shall be vested in the members thereof in office from time to time. Five Members shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes.

Section 6. Manner of Voting. All decisions of the Authority shall be presented in the form of motions or resolutions. The vote on all resolutions shall be recorded in the minutes of the meeting. For all resolutions, the ayes and nays shall be recorded. Remote participation may be allowed as permitted by M.G.L. by telephone or videoconference.

Section 7. Approval of Minutes - A recording secretary shall prepare minutes of each meeting of the Board of Directors. In the event that the recording secretary is not present during an executive session of the Board of Directors, the Clerk shall prepare minutes of the executive session. Meeting minutes should be prepared from the prior meeting for the following meeting for both open session and executive session meeting minutes and made available to the Board for review and acceptance. Executive session meeting minutes should be approved with their release pending settlement of any and all legal matters or pending resolution of the matters for which the executive session was scheduled. Meeting minutes should identify all documents submitted or reviewed during the open or executive session.

Section 8. Execution of Deeds – Any deed or other conveyance of property of the Authority shall be signed by the Chair or Vice Chair, or the Executive Director (if authorized), after approval by majority of the Board.

Section 9. Execution of Estoppel Certificates – Any Estoppel Certificate shall be signed by the Chair, Vice-Chair, or Clerk of the Authority after approval by majority of the Board.

ARTICLE V- AMENDMENTS

Section 1. Effective Date. These Board of Directors' by-laws are adopted pursuant to Section 6 (u) of c. 291 of the Acts of 2014 in furtherance of general administration of the NAS South Weymouth redevelopment area pursuant to sections 21 to 33, inclusive, of chapter 40 of the General Laws or as otherwise permitted by law and shall become effective upon approval of the Attorney General.

Section 2. Amendments to By-Laws. The by-laws of the Authority shall be amended only by resolution adopted by the affirmative vote of at least five Members of the Authority at a regular or special meeting,

Section 3. Severability. The provisions of these by-laws are severable. If any provision of this by-law is held invalid, the other provisions of the by-law shall not be affected thereby. If the application of the by-law or any of its provisions to any person or circumstance is held invalid, the application of this by-law and its provisions to other persons and circumstances shall not be affected thereby.

ARTICLE VI - ANNUAL REVIEW

Section 1. Annual Review. The Authority shall cause the annual audit of its financial statements, which shall be reviewed at a Board of Director and Advisory Board meeting, and posted to the Authority's website with notice of such posting to be sent to the Massachusetts Department of Revenue, the Mayor of the Town of Weymouth, the Town of Rockland Board of Selectmen, and Town of Abington Board of Selectmen no later than as required by the Enabling Legislation.

ARTICLE VII - PARLIMENTARY AUTHORITY

Section 1. Roberts Rules of Order a.k.a. as RONR to be followed and continually updated to the most

current version.