

## BY-LAWS

APPROVED IN RESOLUTION NO. 1, ADOPTED ON APRIL 16, 2008  
OF THE HOLYOKE REDEVELOPMENT AUTHORITY.  
AMENDED AUGUST 18, 2008  
AMENDED FEBRUARY 18, 2015

### ARTICLE I - THE AUTHORITY

**Section 1. Name:** The official name of the Authority shall be the Holyoke 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 Authority:** The office of the Authority shall be located within the Office of Planning & Development within the City Hall Annex, 20 Korean Veterans Plaza, Suite 406, Holyoke, Massachusetts.  
AMENDED February 18, 2015

### 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 Executive Director.

**Section 2. Chair:** The Chair shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Holyoke Redevelopment Authority, the Chair shall sign all contracts, deeds and other instruments made by the Authority. 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.

**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. The Authority may by resolution 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 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. 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 transactions and also of the financial condition of the Authority. The Authority shall determine the compensation of the Executive Director and he/she shall give bond for the faithful performance of his duties, 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 office. He or she shall keep in safe custody the seal of the Authority and shall have 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 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, 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 terms as the Authority fixes, but no Member of the Authority shall be eligible to this office except as a temporary appointee.  
AMENDED FEBRUARY 18, 2015

**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 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 Clerk of the city or town, and the notice or a copy of the notice must be publicly posted in the office of the Clerk, or principal official location, at least 48 hours (including Saturdays but not Sundays) 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 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 in the resolution.

**Section 2. Annual Meetings.** Annual meetings of the Authority, as voted in the resolutions, 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. This meeting shall take place at the November meeting of the Redevelopment Authority. However, the Fiscal Year shall run in conjunction with the City's Fiscal Year which is from July 1 to June 30<sup>th</sup>.

**Section 3. Regular Meetings.** Regular meetings of the Authority, as voted in the resolutions, shall be held the 3<sup>rd</sup> Wednesday of each month for the transaction of the business of the Authority.

**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 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. Order of Business.** 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. Reports of Committees.
6. Unfinished Business.
7. New Business.
8. Adjournment.

All resolutions shall be in writing and copies shall be kept in a minutes book of the Authority.

**Section 7. Manner of Voting.** All questions coming before the Authority shall be presented in the form of motions or resolutions chronologically numbered. The vote on all resolutions shall be by roll call, and each resolution and motion shall be entered in full upon the minutes of the meeting. For all resolutions, the ayes and nays shall be recorded.

## ARTICLE IV

### Section 1. Indemnification.

**In General.** Each director and officer of the Authority shall be indemnified by the Authority against all expenses incurred by him or her in connection with any action, suit, or proceeding to which he or she shall be made a party or with which he or she shall be threatened by reason of his or her being or having been a director or officer at the time of incurring such expenses. The terms “director” or “officer” as used herein shall include their respective heirs, executors and administrators. The foregoing right of indemnification shall be in addition to any rights to which any director or officer may otherwise be entitled as a matter of law.

**Exceptions.** The Authority shall not be required to indemnify any director or officer for any expenses incurred as above in the following instances:

- (a) The Director or officer is adjudicated to be liable by reason of his or her having been guilty of willful misconduct in the performance of his or her duty as such director or officer, or
- (b) The director or officer, has paid sums in settlement of any action, suit, or proceeding unless the director or officer, in relation to any such action, suit, or proceeding, has not been guilty of any willful misconduct in the performance of his or her duties as a director or officer and as to whether he or she is guilty of willful misconduct the Authority may rely upon the opinion of such counsel as is approved by the Authority.

## ARTICLE V – 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 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 1. Robert’s Rules of Order.** Except as provided in these Bylaws, all regular and special meetings of the Authority shall be governed by the practices, procedures and rules set forth in Robert’s Rules of Order.

**Section 2. Effective Date.** These Bylaws shall become effective immediately upon adoption thereof.

## **ARTICLE VII – EXECUTION OF AUTHORITY DOCUMENTS**

**Section 1. Contracts.** The Chair shall sign all contracts or agreements to which the Authority is a party. In the event that the Chair is unavailable to sign, the Executive Director may be designated to sign such documents after receiving approval in writing from the Chair.

AMENDED AUGUST 18, 2010

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**Section 2. Checks.** Checks shall be signed by any two (2) officers of the Authority.

**Section 3. Deeds or other conveyances of property.** Any deed or other conveyance of property of the Authority shall be signed by a majority of the Authority or by such officer as the Authority may designate by majority vote.