

BY-LAWS
OF THE
MASSACHUSETTS PORT AUTHORITY
COMMUNITY ADVISORY COMMITTEE

As ratified on January 28, 2016

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COMMUNITY ADVISORY COMMITTEE**

ARTICLE I - ORGANIZATION AND MEMBERSHIP OF THE COMMUNITY ADVISORY COMMITTEE

- Section 1* Organization
Section 2 Membership
Section 3 Removal of Members of the Advisory Committee

ARTICLE II – MEETINGS OF THE ADVISORY COMMITTEE

- Section 1* Business to be Transacted
Section 2 Call of Regular Meetings
Section 3 Notice of Meetings
Section 4 Conduct of Meetings
Section 5 Non-attendance of Members
Section 6 Voting and Quorum
Section 7 Public Hearings

ARTICLE III – OFFICERS OF THE ADVISORY COMMITTEE

- Section 1* Election
Section 2 Duties of the Officers
 A. Chair
 B. Vice Chair
 C. Secretary
 D. Treasurer

ARTICLE IV – STANDING COMMITTEES

- Section 1* Executive Committee
 A. Membership
 B. At-Large Members
 C. Organization
 D. Procedures
 E. Powers
Section 2 Finance Committee
 A. Membership
 B. Powers and Duties

ARTICLE V – STAFF AND CONSULTANTS

ARTICLE VI – MISCELLANEOUS

- A. Fiscal Year
 B. Execution of Instruments

ARTICLE VII – AMENDMENT OF BY-LAWS: MATTERS NOT HEREIN PROVIDED FOR

BY-LAWS OF THE MASSACHUSETTS PORT AUTHORITY COMMUNITY ADVISORY COMMITTEE

ARTICLE I. ORGANIZATION AND MEMBERSHIP OF THE COMMUNITY ADVISORY COMMITTEE

1. Organization.

The Massachusetts Port Authority Community Advisory Committee (the "Advisory Committee") is created by and exercises powers and duties in accordance with the provisions of Section 55 of Chapter 465 of Acts of 1956 (the "Enabling Act") as amended by Chapter 46 of the Acts of 2013, and Section 47-50 of Chapter 10 of the Acts of 2015, as from time to time amended. These By-laws of the Advisory Committee have been adopted to further the purposes of the Advisory Committee as set forth in the Enabling Act and are subject in all respects to those matters concerning the Advisory Committee which are set forth in the Enabling Act.

2. Membership.

- a. The members of the Advisory Committee are (i) a representative of each of the cities and towns listed in paragraph (a) of Section 36 of the Enabling Act as from time to time amended.
- b. The rights of a person who is a member of the Advisory Committee to participate in its affairs shall commence upon the receipt by the Chairperson of the Advisory Committee, of a written statement or sworn appointment of each member, as follows:
 - (i) Members of the Massachusetts Port Authority Community Advisory Committee shall be appointed by the chief executive officer of each community. For the purpose of this section, term "chief executive officer" shall mean the person designated as the chief executive officer under the provisions of a local charter or laws having the force of a charter, or, in the absence of such local charter or laws having the force of a local charter the mayor in every city and the chairman of the of selectmen or president of the town council, as the case may be, in every town.
 - (ii) To the extent allowed by law, alternate members are permitted and shall be appointed by the chief executive officer. Each member of the Advisory Committee shall serve until his or her successor is duly appointed and qualified.

3. Removal of Members of the Advisory Committee.

Members of the Advisory Committee may be removed by the appointing chief executive officer upon request of the Executive Committee of the Advisory Committee for malfeasance, misfeasance, willful neglect of duty, or conflict of interest. Sending a request for removal to an appointing chief executive officer shall be subject to a vote of the full membership of the Advisory Committee. Upon the vote to remove a member for

cause, the Executive Committee shall send written notice to the appointing chief executive officer. Said notice shall delineate the reasons for the request for removal and shall request a new appointment within 30 days.

ARTICLE II. MEETINGS OF THE ADVISORY COMMITTEE

1. Business to be Transacted.

Any lawful business of the Advisory Committee may be conducted at a regular or special meeting, except as expressly hereafter otherwise provided. At every regular meeting of the Advisory Committee, there shall be a report to the Advisory Committee from the Committee's appointed member to the Massachusetts Port Authority's Board of Directors.

2. Call of Regular Meetings.

Regular meetings of the Advisory Committee shall be held at least once each calendar quarter upon the call of the Chairperson or in the event of the vacancy of the office of Chairperson, upon call of the Vice Chairperson. The first regular meeting following the commencement of the fiscal year of the Advisory Committee shall be the Annual Meeting of the Advisory Committee for all normal purposes of an annual meeting, including the election of officers. If no Annual Meeting is held within one hundred twenty days following the commencement of said fiscal year, a meeting may be held in lieu thereof, and any action taken at such special meeting shall have the same effect as if taken at the Annual Meeting. Special meetings of the Advisory Committee may be called by the Chairperson of the Advisory Committee, by three members of the Executive Committee, or by a majority of Advisory Committee members.

3. Notice of Meetings.

Meetings will be held in accordance to the Open Meeting Law, M.G.L. c. 30A, Sections 18- 25. Notice of time, place, and topics of each meeting shall be posted in electronic format by the Secretary.

4. Conduct of Meetings.

All meetings of the Advisory Committee shall be open to the public and any person shall be permitted to attend any meeting except as otherwise provided in accordance with Section IIA of Chapter 30A of the Massachusetts General Laws. The Chairperson, or in his or her absence or a vacancy in his or her office, the Vice-Chairperson, shall preside at meetings of the Advisory Committee, but neither shall thereby be deprived of his or her vote.

No executive session shall be held until the Advisory Committee has first convened in an open session for which notice has been given, the Advisory Committee has voted to go into executive session with the vote of each member recorded on a roll call vote and entered into the minutes, the presiding person has cited the purpose for an executive session, and the presiding person has stated before the executive session if the Advisory Committee will reconvene after the executive session. Executive sessions may be held only for the purposes stated in Section 11A of Chapter

30A of the Massachusetts General Laws.

In all matters of procedure not covered by the Enabling Act, by other statutes governing the procedures of the Advisory Committee or by these by-laws, meetings shall be conducted using Robert's Rules of Order as a guide.

5. Non-attendance of Members.

If an Advisory Board member or their appointed alternate, misses three consecutive regular meetings, the Chairperson of the Advisory Committee will send a written statement to the chief executive officer of the community which the Advisory Committee member represents communicating the non-attendance of that community and give notice that further non-attendance will result in a request for removal of said member in accordance with the following provision of this ARTICLE II, Section 5 of these By-Laws.

Should an Advisory Committee member have a history of non-attendance, which shall be defined as missing four quarterly meetings in a calendar year, the Advisory Committee may request that said member tender his/her resignation or vote pursuant to Article I, Paragraph 3 of these By-Laws to send a request for removal to said members appointing chief executive officer unless the member convinces that special circumstances prevented said member from attending.

6. Voting and Quorum.

- a. For all purposes the voting strength of each member of the Advisory Committee representing a city or town shall be one vote as provided in paragraph (b) of Section 36 of the Enabling Act, a record of which shall be maintained by the Secretary. For all purposes except the purpose of appointing a member to the Board of Directors of the Massachusetts Port Authority as provided in paragraph (f) of Section 36 of the Enabling Act, a quorum shall consist of a simple majority of voting members and the Advisory Committee may act by the affirmative casting of a majority of the votes represented in the quorum.
- b. With respect to the appointment of a member to the Board of Directors of the Massachusetts Port Authority, the Advisory Committee shall act only if there is a special quorum consisting of 2/3 of the members as provided in, and in accordance with the voting rules contained in paragraph (f) of Section 36 of the Enabling Act. The Advisory Committee's Appointment to the Massachusetts Port Authority Board of Directors shall represent the interests of the Advisory Committee and the communities. In accordance with paragraph (f) of Section 36 of the Enabling Act, unless and until such time as the statute may be amended, the Massachusetts Port Authority Community Advisory Committee's appointment to the Board of Directors shall be a resident of 1 of the following communities: the East Boston or South Boston section of the City of Boston, or the Town of Winthrop. The appointed member to the Board of Directors will serve in accordance to the Massachusetts Port Authority Enabling Act, Chapter 465 of the Acts of 1956, as amended. Any member who is appointed to the Massachusetts Port Authority's

Board of Directors by a vote of the Advisory Committee shall sign an acknowledgement that such member has read and understands the Massachusetts Port Authority Enabling Act, as amended. Such member shall complete and sign the state conflict of interest laws required forms.

- c. Any duly called meeting of the Advisory Committee at which a quorum is not in attendance may adjourn from time to time without further notice until a quorum is present.
- d. Remote participation is allowed for Advisory Committee members and those members serving on an Advisory Committee sub-committee pursuant to the Attorney General's regulations 940 CMR 29.10 and MGL Chapter 30A, Sections 20 (e). Remote participation may be audio-visual, by conference call or any other means as permitted by statute. Pursuant to the statutes, the chairperson or acting chairperson of the Advisory Committee or any sub-committee may not remotely participate and must be physically present. Any member participating by remote participation shall not be counted in the quorum and a quorum of members must be physically present for the meeting.

7. Public Hearings.

Public hearings conducted by the Advisory Committee in accordance with paragraphs (e, iii) and (g) of Section 36 of the Enabling Act shall be scheduled by the Chairperson in consultation with members of the Advisory Committee. Such public hearings may be conducted without a quorum of the Advisory Committee in attendance. Public meetings may be held jointly with the Massachusetts Port Authority at the discretion of the Advisory Committee. The Secretary shall provide for a record to be kept by transcription or recording of the proceedings at such public hearings and shall make a summary thereof available to the Advisory Committee and to the Authority.

ARTICLE III. OFFICERS OF THE ADVISORY COMMITTEE

1. Election.

The officers of the Advisory Committee shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. The officers shall generally be elected at the Annual Meeting of the Advisory Committee, provided that a vacancy in office may be filled at any meeting by a simple majority vote of attendees. Each officer shall serve until his or her successor is chosen or, otherwise, is removed.

2. Duties of the Officers.

- a. Chair. In addition to powers and duties expressly provided for elsewhere in these By-laws, the Chairperson shall have such powers and perform such other duties as may from time to time be voted by the Advisory Committee. The Chairperson may designate

temporary committees as may be necessary or convenient for carrying out the business of the Advisory Committee and shall designate the members and chairperson of each standing or temporary committee after consultation with the members of the Advisory Committee.

- b. Vice Chair. The Vice Chairperson shall have all the powers and discharge all the duties of the Chairperson upon the absence, inability, or incapacity of the Chairperson.
- c. Secretary. The Secretary shall enter and record all votes, orders and proceedings of the Advisory Committee and shall keep a true and accurate record of and give certificates of the proceedings of the Advisory Committee. The Secretary shall be custodian of all books, documents, and papers filed with the Advisory Committee and of the minute book or journal of the Advisory Committee. The Secretary shall cause notice to be given of all meetings of the Advisory Committee as requested by the person or persons empowered to call such meetings. The Secretary shall further be responsible for maintaining the records of the Advisory Committee in accordance with M.G.L. c. 66, Sec. 10(a), M.G.L. c. 4, sec. 7(26) and 950 CMR 32.03, "the Public Records Statutes." In the event of the absence of the Secretary or a vacancy in the office thereof, the duties of the Secretary may be performed by either the Chairperson or Vice Chairperson of the Advisory Committee or by an acting Secretary or Assistant Secretary appointed for such purpose by the Chairperson. Prior to taking office, the Secretary shall sign an acknowledgement that he or she has been provided with, read and understands the provisions of the aforementioned "Public Records Statutes" and that he or she agrees to take any available training.
- d. Treasurer. The Treasurer will be responsible for the financial matters of the Advisory Committee and shall, working in conjunction with the full Executive Committee, or with a Finance Committee as may be established by the Executive Committee under ARTICLE IV, Section 1 of these By-Laws, prepare the Advisory Committee's annual budget, subject to the approval of the Advisory Committee at its Annual Meeting. The Treasurer shall also monitor the budget and make recommendations to the Advisory Committee regarding expenditures. The Treasurer shall maintain records of the expenses of the Advisory Committee and undertake such related responsibilities as the Advisory Committee may require. Prior to accepting the office of Treasurer, the Treasurer shall sign an acknowledgement that he or she has been provided with, read and understands the provisions of M.G.L. c. 12A, Secs. 7-8 and M.G.L. c. 11, Sec. 12. All expense disbursement authorizations shall be signed by the Treasurer and co-signed by the Vice Chairperson. In the event of the absence of the Treasurer or a vacancy in the office thereof, the duties of the Treasurer may be performed by the Chairperson. In the event of the absence of the Vice Chairperson or vacancy in the office thereof, the duties of the Vice-Chairperson may be performed by the Secretary.

ARTICLE IV. STANDING COMMITTEES

1. Executive Committee.

- a. Membership. The Executive Committee shall consist of the Advisory Board Officers and three additional At-Large Members from the Advisory Committee.
- b. At-Large Members. The three additional Executive Committee members shall have such powers and perform such duties as may be determined by Chairperson or in the event of the vacancy of the office of Chairperson, duties determined by the Vice Chairperson. The three At-Large Members shall be elected to the Executive Committee by a vote of a basic majority of the Advisory Committee members.

To the extent possible, the Advisory Committee should strive to elect an Executive Committee that is geographically representative of the Advisory Committee as a whole.

- c. Organization. The Advisory Committee shall elect an Executive Committee consisting of the Officers of the Advisory Committee and three additional At-Large Members.

The Chairperson of the Advisory Committee shall call for written nominations and said nominations to be sent to the Secretary. The Secretary will transmit the nominations to the Advisory Committee for consideration. Nominations will also be taken from the floor of the Annual Meeting. The Executive Committee shall be elected from the persons so nominated at the annual meeting at which officers of the Advisory Committee are elected. In lieu of elections at the Annual Meeting, the majority of the Advisory Committee can call a reorganization of elected officers. When so required, the Advisory Committee appointed member's representative on the Massachusetts Port Authority Board of Directors may be elected at the Annual Meeting or at any regular or special meeting at which a special quorum consisting of 2/3 of the members as provided in, and in accordance with the voting rules contained in paragraph (f) of Section 36 of the Enabling Act is present.

Members of the Executive Committee shall serve from the date of their election until the election of the successor Executive Committee at the next Annual Meeting. If a member of the Executive Committee shall cease to be a member of the Advisory Committee or resign from the elected position, the vacancy shall be filled for the unexpired term by a vote of the Advisory Committee.

- d. Procedures. The Chairperson of the Advisory Committee shall serve as the Chairperson of the Executive Committee. The Executive Committee shall meet upon call of its Chairperson or in the event of his or her absence or of a vacancy in the office, upon call of any three of its members. Notice of meetings of the Executive Committee shall be given by the Secretary of the Advisory Committee to all members of the Executive Committee, to all members of the Advisory Committee and to the Chairperson and the Executive Director of the Massachusetts Port Authority, in the same manner as provided for notice of special meetings of the

Advisory Committee. All meetings of the Executive Committee shall be open to the public and conducted in accordance with law and these by-laws in the same manner as a meeting of the Advisory Committee. The Secretary shall keep a record of meetings of the Executive Committee and shall send to each member of the Advisory Committee and to the Chairperson of the Massachusetts Port Authority a copy of the votes, orders and proceedings of the Executive Committee.

- e. Powers. The Executive Committee shall make recommendations for action to the Advisory Committee and may act as the delegate of the Advisory Committee in all matters referred to the Executive Committee by the Advisory Committee, provided that no power or duty vested in the Advisory Committee by the Enabling Act shall be finally delegated to the Executive Committee without provision for consideration and ratification by the Advisory Committee.

The Executive Committee shall act as the Finance Committee unless and until there is a majority vote by the Executive Committee to establish a separate Finance Committee pursuant to ARTICLE IV, Section 2 of these By-laws.

The Executive Committee shall create, from time to time, subject to approval by the Advisory Committee, such other sub-committees as further the purpose and goals of the Advisory Committee. Said committees shall meet in accordance with the provisions of the Open Meeting Law, M.G.L. c. 30A, Sections 18-25. Notice of time, place, and topics of each meeting shall be posted in electronic format by the Secretary. A quorum shall consist of a simple majority of sub-committee members, but never less than three members. The sub-committee may act by the affirmative casting of a majority of the votes represented in the quorum.

2. Finance Committee. The Executive Committee shall have the authority to call for the creation of a Finance Committee for the Advisory Committee as follows:

- a. Membership: The Finance Committee shall consist of the Treasurer and four other members appointed by a vote of the Advisory Committee. At least one of the members of the Finance Committee shall be a Certified Public Accountant or person with similar financial experience, who has experience in developing and overseeing the budgetary process for organizations working with public funds. If no member of the Advisory Committee meets the qualifications for the aforementioned seat, then the Advisory Committee shall appoint three members and the Executive Committee, subject to approval by the full Advisory Committee of hiring and compensation, shall appoint a non-Advisory Committee member who meets the qualifications to serve as staff in the final Finance Committee member seat.
- b. Powers and Duties: The Finance Committee shall be a non-voting, working committee charged with the development and oversight of the budget of the Advisory Committee. The Finance Committee shall, as directed by the Treasurer, maintain all of the financial

records of the Advisory Committee and shall work with the Department of the State Auditor in the conduct of any audit called for by the State Auditor.

ARTICLE V. STAFF AND CONSULTANTS

The Advisory Committee may provide for the appointment of staff and/or consultants who shall serve at the pleasure of the committee as set forth in Section 36 (h) of the Enabling Act. The Advisory Committee shall appoint and employ on such terms and conditions as it deems fit or as proven necessary for the day-to-day management and supervision of the business and affairs of the Advisory Committee.

ARTICLE VI. MISCELLANEOUS

1. Fiscal Year. The fiscal year of the Advisory Committee shall correspond to the Massachusetts Port Authority's fiscal year, currently extending from July 1st to the ensuing June 30th. The Advisory Committee shall adopt an annual budget at its Annual Meeting, which budget shall be amended as necessary by the Advisory Committee at any duly called meeting thereof.
2. Execution of Instruments. Except as the Advisory Committee may generally or in particular cases authorize, and upon approval, all instruments, documents, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Advisory Committee shall be signed by any two officers of the Advisory Committee, in the case of non-financial documents one of whom shall be the Chairperson and in the case of financial instruments the Treasurer and the Vice Chairperson.

ARTICLE VII. AMENDMENT OF BY-LAWS: MATTERS NOT HEREIN PROVIDED FOR

These By-laws may be amended by the affirmative vote of a majority of the total vote in the Advisory Committee at any duly called meeting thereof if the notice of such meeting has contained a copy of the proposed amendment or a statement of the intent and substance thereof.