

CHAPTER 31. SHERBORN AFFORDABLE HOUSING TRUST BY-LAW

(Added 2020)

The Sherborn Housing Trust shall be constituted and operate under MGL Chapter 44, Section 55C and subject to the limitations contained in these Bylaws.

Section 1. Name of the Trust

The trust shall be called the “Sherborn Affordable Housing Trust.”

Section 2. Purpose

The purpose of the Trust shall be to provide for the preservation and creation of affordable housing in the Town of Sherborn for the benefit of low and moderate income households. In furtherance of this purpose, the Trustees are hereby authorized, in accordance with the procedures set forth herein, to acquire by gift, purchase, or otherwise real property, personal property, or money, both tangible and intangible, of every sort and description; to use such property, both real and personal, and money in such manner as the Trustees shall deem most appropriate to carry out such purpose, provided however, that all property and money held by the Trust and tenet earnings thereof shall be used exclusively for the preservation and creation in the Town of Sherborn of affordable housing for the purposes for which this Trust was formed.

Section 3. Board of Trustees

The Board of Trustees shall consist of five or seven members appointed by the Select Board for two-year terms. The Board shall consist of one Select Board member and one member nominated to the Board of Trustees from each of the two following boards and committees: Planning Board and the Land Acquisition Committee. Such nominated members shall be representatives of their respective boards and shall continue serving both at the pleasure of the Select Board as well as their respective boards. Only persons who are residents of the Town of Sherborn shall be eligible to hold the office of Trustee. Trustees shall serve for a term of two years, except that two of the initial trustee appointments shall be for a term of one year, and may be re-appointed at the discretion of the Select Board. Any Trustee may resign by written instrument signed and acknowledged by such Trustee and duly filed with the Town Clerk. If a Trustee shall die, resign, or for any other reason cease to be a Trustee here under before his/her term of office expires, a successor shall be appointed by the Select Board to fill such vacancy provided that in each case the said appointment and acceptance in writing by the Trustee so appointed is filed with the Town Clerk. Upon the appointment of any succeeding Trustee and the filing of such appointment the title to the Trust estate shall thereupon and without the necessity of any conveyance be vested in such succeeding Trustee jointly with the remaining Trustees. Reference to the Trustee shall mean the Trustee or Trustees for the time being hereunder.

Section 4. Powers of Trustees

The Trustees shall have the following powers which shall be carried out in accordance with and in furtherance of the provisions of MGL c.44, §55C as outlined below except that it shall have no ability to borrow money, or mortgage or pledge Trust assets, purchase, sell, lease, exchange, transfer or convey any interest in real property without prior approval of the Sherborn Select Board:

To accept and receive property, whether real or personal, by gift, grant, devise, or transfer from any person, firm, corporation or other public or private entity, including without limitation grants of funds or other property tendered to the trust in connection with provisions of any zoning ordinance or by-law or any other ordinance or by-law or any General Law or Special Act of the Commonwealth or any other source;

1. With Select Board approval from Trustee recommendation to purchase and retain real or personal property, including without restriction investments that yield a high rate of income or no income, taking into account of safety, liquidity and yield. All officers who control the investment of such funds shall invest them in accordance with M.G.L. c. 44, § 54;
2. With Select Board approval from Trustee recommendation to sell, lease, exchange, transfer or convey any personal, mixed, or real property at public auction or by private contract for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertaking relative to trust property as the board deems advisable notwithstanding the length of any such lease or contract;
3. To execute, acknowledge and deliver deeds, assignments, transfers, pledges, leases, covenants, contracts, promissory notes, releases and other instruments sealed or unsealed, necessary, proper or incident to any transaction in which the Board of Trustees engages for the accomplishment of the purposes of the trust;
4. To employ advisors and agents, such as accountants, appraisers and lawyers as the board deems necessary;
5. To pay reasonable compensation and expenses to all advisors and agents and to apportion such compensation between income and principal as the Board of Trustees deems advisable;
6. To apportion receipts and charges between incomes and principal as the Board of Trustees deems advisable, to amortize premiums and establish sinking funds for such purpose, and to create reserves for depreciation depletion or otherwise;
7. To participate in any reorganization, recapitalization, merger or similar transactions; and to give proxies or powers of attorney with or without power of substitution to vote any securities or certificates of interest; and to consent to any contract, lease, mortgage, purchase or sale of property, by or between any corporation and any other corporation or person;
8. To deposit any security with any protective reorganization committee, and to delegate to such committee such powers and authority with relation thereto as the Trustees may deem proper and to pay, out of trust property, such portion of expenses and compensation of such committee as the Board of Trustees may deem necessary and appropriate;
9. To carry property for accounting purposes other than acquisition date values;
10. With Select Board approval from Trustee recommendation to borrow money on such terms and conditions and from such sources as the Board of Trustees deems advisable, to mortgage and pledge trust assets as collateral;

11. To make distributions or divisions of principal in kind;
12. To compromise, attribute, defend, enforce, release, settle or otherwise adjust claims in favor or against the trust, including claims for taxes, and to accept any property, either in total or partial satisfaction of any indebtedness or other obligation, and subject to the provisions of this act, to continue to hold the same for such period of time as the Board of Trustees may deem appropriate;
13. To manage or improve real property; and to abandon any property which the Board of Trustees determined not to be worth retaining;
14. To hold all or part of the trust property uninvested for such purposes and for such time as the board may deem appropriate; and
15. To extend the time for payment of any obligation to the trust.
16. The Board of Selectmen may require a financial audit in any fiscal year if deemed appropriate.

Notwithstanding anything to the contrary herein, Select Board approval shall be required for any of the following actions:

- a) To purchase real or personal property
- b) To sell, lease, exchange, transfer or convey any personal, mixed, or real property; and
- c) To borrow money, or to mortgage or pledge Trust assets as collateral to the extent of the Trust's assets.

Notwithstanding anything to the contrary herein, the Trustees may not borrow, mortgage, or pledge greater than the current Trust assets unless approved by the Select Board.

Section 5. Meetings of the Trustees

The Trust shall meet at least quarterly at such time and such place as the Trustees shall determine. Special meetings may be called by the Chairperson or by any two (2) Trustees. Notice of any meeting of the Trust shall be filed with the Town Clerk and posted in accordance with the Open Meeting Law, MGL Chapter 39, § 23A, 23B, and 23C.

A quorum of the Board of Trustees shall be the majority of the number of authorized Trustees.

The Trustees shall annually elect one (1) Trustee who shall not be a member of the Board of Selectmen to serve as Chairperson. The Chairperson may establish sub-committees and/or ad hoc task related committees to carry out the purposes of the Trust. Chairpersons of the sub-committees may be selected by the member of the sub-committees.

If any Trustee is absent from five (5) consecutive regularly scheduled meetings of the Trust, except in the case of illness, his/her position shall be deemed vacant and shall be filled with a new appointment as set forth above.

Section 6. Acts of Trustees

A majority of Trustees may exercise any or all of the powers of the Trustees hereunder and may execute on behalf of the Trustees any and all instruments with the same effect as though executed by all the Trustees. No Trustee shall be required to give bond. No license of court shall be required to confirm the validity of any transaction entered into by the Trustees with respect to the Trust Estate.

Section 7. Liability

Neither the Trustees nor any agent or officer of the Trust shall have the authority to bind the Town, except in the manner specifically authorized herein. The Trust is a public employer and the Trustees are public employees for the purposes of MGL c. 268A. The Trust shall be deemed a municipal agency and the Trustees special municipal employees for the purposes of MGL c. 268A.

Section 8. Custodian of Funds

The Town Treasurer shall be the custodian of the funds of the Trust. The books and records of the Trust shall be audited annually by an independent auditor in accordance with accepted accounting practices for municipalities.

Section 9. Duration of the Trust

The Trust shall be of infinite duration, until terminated in accordance with applicable law. Upon termination of the Trust, subject to the payment of or making provisions for the payment of all obligations and liabilities of the Trust and the Trustees, the net assets of the Trust shall be transferred to the Town and held by the Select Board for affordable housing purposes. In making any such distribution, the Trustees may, subject to the approval of the Select Board, sell all or any portion of the Trust property and distribute the net proceeds thereof or they may distribute any of the assets in kind. The powers of the Trustees shall continue until the affairs of the Trust are concluded.

Section 10.

The Select Board may authorize the Trustees to execute, deliver, and record with the Registry of Deeds any documents required for any conveyance authorized hereunder.

Section 11. Titles

The titles to various Articles herein are for convenience only and are not to be considered part of said Articles nor shall they affect the meaning or language of any such Article.