

**JOHN DAY URBAN RENEWAL AGENCY
RESOLUTION NO. 19-__-__**

A RESOLUTION OF THE JOHN DAY URBAN RENEWAL AGENCY APPROVING AND ADOPTING AGENCY BYLAWS.

WHEREAS, on March 14, 2018, the John Day City Council adopted Ordinance No. 18-172-02 (the "Ordinance"), pursuant to which City of John Day ("City") (a) activated the powers of its urban renewal agency by adoption of a nonemergency ordinance declaring that blighted exist in City necessitating an urban renewal agency to function in City, and (b) elected one of three ways to exercise the powers of an urban renewal agency in City; and

WHEREAS, the Ordinance provides, among other things, that the John Day Urban Renewal Agency Board (the "Board") may adopt by resolution, and may from time to time amend, bylaws governing the administration of the John Day Urban Renewal Agency; and

WHEREAS, the Board desires to adopt bylaws governing the administration of the John Day Urban Renewal Agency.

NOW, THEREFORE, THE JOHN DAY URBAN RENEWAL AGENCY RESOLVES AS FOLLOWS:

1. Findings. The above-stated findings are hereby adopted.
2. Bylaws. The Board hereby approves and adopts the Bylaws of John Day Urban Renewal Agency dated _____, 2019, attached hereto as Exhibit A.
3. Miscellaneous. All pronouns contained in this resolution and any variations thereof will be deemed to refer to the masculine, feminine, or neutral, singular or plural, as the identity of the parties may require. The singular includes the plural and the plural includes the singular. The word "or" is not exclusive. The words "include," "includes," and "including" are not limiting. The provisions of this resolution are hereby declared severable. If any section, subsection, sentence, clause, and/or portion of this resolution is for any reason held invalid, unenforceable, and/or unconstitutional, such invalid, unenforceable, and/or unconstitutional section, subsection, sentence, clause, and/or portion will (a) yield to a construction permitting enforcement to the maximum extent permitted by applicable law, and (b) not affect the validity, enforceability, and/or constitutionality of the remaining portion of this resolution. This resolution may be corrected by order of the Board to cure editorial and/or clerical errors.

APPROVED, ADOPTED, AND MADE EFFECTIVE by the Board on _____, 2019.

Ron Lundbom, Chair

ATTEST:

Nicholas Green, Executive Director

Exhibit A
Bylaws

(attached)

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BYLAWS OF JOHN DAY URBAN RENEWAL AGENCY

These Bylaws of John Day Urban Renewal Agency dated _____, 2019 (these "Bylaws") are authorized by Section 5 of City of John Day ("City") Ordinance No. 18-172-02.

1. NAME; OFFICE; AUTHORITY

1.1 Name. This agency will be referred to the John Day Urban Renewal Agency ("Agency").

1.2 Office. Agency's office will be located at the John Day City Hall (John Day, Oregon), or such other location as Agency may from time to time designate by resolution.

1.3 Powers and Duties. Agency's powers and duties are provided under ORS Chapter 457 and as authorized by the John Day City Council (the "Council") under Ordinance No. 18-172-02, as amended.

2. URBAN RENEWAL AGENCY BOARD

2.1 General Powers. All Agency powers will be exercised by or under the authority of, and the affairs of Agency managed under the direction of, the urban renewal agency board (the "Board"), subject to any limitations set forth under applicable Oregon law and/or Council ordinance.

2.2 Membership. The Board will be composed of the seven members of the Council.

2.3 Terms of Office. Each member of the Board will serve a term that corresponds with the term of the member's council seat, ending December 31.

2.4 Local Contract Review Board. The Board will act as Agency's local contract review board when approving public contracts in accordance with Agency's public contracting rules. All contracts, deeds, and instruments will be approved in accordance with applicable law and Agency's public contracting rules.

3. OFFICERS; PERSONNEL; COMMITTEES

3.1 Officers. Agency's officers will consist of a chair, vice-chair/secretary, an executive director, and any other officers whom Agency deems necessary.

3.2 Chair. *[The chair will be appointed by Agency members during the first meeting of each calendar year / The City of John Day mayor will serve as the chair]* and will preside at all Agency meetings. The chair will have a vote on all questions before Agency. At each Agency meeting, the chair will submit information and recommendations as the chair may consider proper concerning the business, affairs, and policies of Agency. The chair will be a co-signer on checks.

3.3 Vice-Chair/Secretary. *[The vice-chair/secretary will be elected by Agency members during the first meeting each calendar year / The City of John Day council president will serve as vice-chair/secretary]* and will perform the duties of the chair in the absence of the chair. Whenever the chair is unable to perform the functions of the office, the vice-chair/secretary will act as chair. If both the chair and vice-chair/secretary are absent from an Agency meeting, the members present will select one

of their number to perform the chair's functions at the meeting. In the absence of the executive director, the vice-chair/secretary will keep the official records of Agency, attest signatures of Agency, certify copies of Agency documents, and perform other record-keeping duties of the executive director. The vice-chair/secretary will be a co-signer on checks.

3.4 Executive Director. The executive director will be the chief executive officer and administrative head of Agency and will be responsible to Agency for the proper administration of the affairs placed in the executive director's hands. The executive director will administer the affairs of Agency in accordance with federal, state, and local laws. The executive director will see that all contracts of Agency are carried out in the best interest of Agency and in accordance with applicable law.

(a) The executive director will cause to have prepared plans, reports, and other necessary matters concerning any given Urban Renewal area; and will report from time to time to Agency on the status of the Urban Renewal programs.

(b) The executive director will appoint and remove committee members and employees except as these Bylaws otherwise provide and will have general supervision and control over them and their work.

(c) The executive director will serve as the budget officer of Agency.

(d) City's then appointed city manager may act as the executive director of Agency, or Board may select another individual to serve as executive director.

(e) The executive director will be responsible for the fiscal administration of all funds of Agency and will act as co-signer of the checks drawn upon the checking accounts of Agency.

3.5 Additional Duties. The officers of Agency will perform such other duties and functions as may from time to time be required by Agency.

3.6 Additional Personnel; Committees. Agency may, from time to time, create such positions, employ such personnel, create committees, subcommittees, or advisory groups as it deems necessary to exercise its powers, duties, and functions as prescribed by the laws of the State of Oregon applicable thereto.

3.7 Vacancies. Should the offices of the chair or vice-chair/secretary become vacant, Agency will elect a successor from its members at the next regular meeting and such election will be for the unexpired term of such office.

3.8. Removal. The chair or vice-chair/secretary may be removed from office at any time by a vote of a majority of the entire Board. Agency members, including the positions of chair and vice chair/secretary, may also be removed from office after three consecutive, unexcused absences.

4. MEETINGS

4.1 Regular Meetings. Subject to and in accordance with Oregon Public Meetings Law, Agency will hold a regular meeting at least once [*per month / quarter*], at a time and at a place which it designates. A regular meeting may be continued, postponed, cancelled, or adjourned to a later date by

a majority of Agency members present and voting, and notice of such adjourned meeting will be given to all Agency members.

4.2 Special Meetings. The chair may, when the chair deems it expedient, or upon the written request of two members of Agency, call a special meeting of Agency to be held at the regular meeting place, unless otherwise specified in the call, for the purpose of transacting any business designated. Notice of the special meeting will be given to all members of Agency at the time of the call and will be given to the public in accordance with Oregon Public Meetings Law.

4.3 Open Meetings. All meetings, deliberations, and proceedings of Agency will be public except as state law allows otherwise.

4.4 Quorum. A majority of the then appointed Board members will constitute a quorum for the purpose of conducting Agency business and exercising its powers and for all other purposes. Except as provided otherwise in these Bylaws, a resolution of the Agency, and/or applicable law, the express concurrence of a majority of a quorum is necessary to decide any question before Agency. Subject to applicable law, Board members may attend a regular or special meeting through use of any means of communicating by which all Board members participating may simultaneously hear or read each other's communications during the meeting.

4.5 Manner of Voting. Voting will be by record vote. The ayes and nays will be entered into the minutes of such meeting. Board members present and not voting and Board members absent will be entered into the minutes of such meeting.

4.6 Order of Business. At the regular meetings of Agency, the following will be substantially the order of business:

- (a) Call to order.
- (b) Roll call.
- (c) Consent agenda and approval of minutes of previous meeting.
- (d) Citizen input.
- (e) Items from chair or Agency members.
- (f) Items from executive director.
- (g) Public hearings.
- (h) Committee reports.
- (i) New and miscellaneous business.
- (j) Adjournment.

4.7 Robert's Rules. Unless otherwise provided by applicable law or these Bylaws, all rules of order not herein provided for will be determined in accordance with *Robert's Rules of Order Newly Revised*.

4.8 Minutes; Resolutions. The executive director or his or her designee will keep an accurate record of all Agency proceedings, including written minutes or recordings of all meetings. Agency minutes are a public record available for public inspection. All Agency resolutions will be in writing.

5. FINANCIAL

5.1 Agency Funds; Investment; Disbursement. City's finance director will be the ex officio custodian of funds of Agency. Agency funds will be kept separate from City's funds and will be invested and disbursed in accordance with Oregon law. The Urban Renewal Agency General Fund is hereby established for deposit of all Agency revenues until otherwise provided by Agency. Other funds may be established as needed by resolution of Agency.

5.2. Budget. Budget procedures will follow budget law of the State of Oregon for urban renewal agencies.

5.3 Audit. An annual audit of the fund(s) of Agency will be performed.

5.4 Annual Report. As required in ORS 457.460, an annual report will be prepared for Agency and published as required by applicable Oregon law.

6. PROFESSIONAL SERVICES

Agency will use the same [*auditor, legal counsel, and consulting engineer*] as City, unless not in the best interests of Agency to do so. Subject to and in accordance with Agency's public contracting rules, Agency may hire other professional services, including, without limitation, bond counsel, urban renewal consultant, and financial analyst as may be required to fulfill the goals and objectives of Agency.

7. AMENDMENT OF BYLAWS

The Board may, by resolution of the Board, adopt one or more amendments to these Bylaws by a vote of a majority of the entire Board, provided that the proposed amendment(s) has been submitted in writing to all members at least five days prior to the meeting where the amendment is to be considered and that board members have been notified of the meeting and its purpose at least ten (10) days prior to the meeting. In accordance with Oregon Public Meetings Law, Agency must provide notice of any meeting of the Board at which an amendment is to be approved. The notice must also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

These Bylaws were adopted and made effective by the Board on _____, 2019.

Chair

ATTEST:

Nick Green, Executive Director

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