

**JOHN DAY URBAN RENEWAL AGENCY
RESOLUTION NO. 2019-03**

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

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

WHEREAS, the corporate name of the urban renewal agency activated by the Ordinance is the John Day Urban Renewal Agency ("Agency"); and

WHEREAS, pursuant to the Ordinance, the Council elected one of three ways to exercise the powers of Agency; 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 Agency; and

WHEREAS, the Board desires to adopt bylaws governing Agency's administration.

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 October 8, 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 October 8, 2019.



Ron Lundborn, Chair

ATTEST:



Nicholas Green, Executive Director

Exhibit A
Bylaws

(attached)

BYLAWS OF JOHN DAY URBAN RENEWAL AGENCY

These Bylaws of John Day Urban Renewal Agency dated October 8, 2019 (these "Bylaws") are authorized by Section 5 of City of John Day Ordinance No. 18-172-02 (the "Ordinance").

1. NAME; OFFICE; AUTHORITY

1.1 Name. This agency will be referred to as 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 the Board (as defined below) may designate from time to time.

1.3 Powers and Duties. Agency's powers and duties are as provided under ORS chapter 457, the Ordinance (as amended), and as authorized by the John Day City Council (the "Council") from time to time.

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 John Day Urban Renewal Agency board (the "Board"), subject to any limitations set forth under applicable Oregon law and/or ordinance of the Council. Without otherwise limiting the immediately preceding sentence, the Board may establish, amend, and/or modify rules, regulations, requirements, standards, policies, and/or procedures concerning Agency's operations from time to time.

2.2 Membership; Terms. The Board will be composed of the seven members of the Council. Each member of the Board will serve a term that corresponds with the term of the member's Council seat, ending December 31. A vacancy in a member's Council seat will be deemed a vacancy in the member's respective Board seat.

2.3 Responsibilities. In addition to any other duties or responsibilities assigned to the Board members under these Bylaws, each member must regularly attend Board meetings and must notify the chair when he or she will be unable to attend a Board meeting.

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.

2.5 Conflict of Interest Activities. Subject to and in accordance with applicable law, a member will not participate in any Board proceeding or action in which any of the following has a direct or substantial financial interest: (a) the member or the spouse, brother, sister, child, parent, father-in-law, mother-in-law of the member; (b) any business in which the member is then serving or has served within the previous two years; or (c) any business for which the member is negotiating or for which the member has an arrangement or understanding concerning prospective partnership or employment. Any actual or potential conflict of interest will be disclosed at the meeting of the Board where the action or proceeding is being taken. The Board member responsibilities contained herein are in addition to and not in lieu of any applicable duty, obligation, and/or responsibility arising out of and/or under Oregon law (including, without limitation, ORS chapter 244).

3. OFFICERS; PERSONNEL; COMMITTEES

3.1 Officers. Agency's officers will consist of a chair, vice-chair/secretary, an executive director, and any other officer(s) the Board deems necessary or appropriate. Each officer has the authority and will perform the officer's respective duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the Board or by direction of an officer authorized by the Board to prescribe the duties of other officer(s).

3.2 Chair. The mayor of City of John Day ("City") will serve as the chair and will preside at all meetings of the Board. The chair will have a vote on all questions before the Board. At each meeting of the Board, the chair will submit such information and recommendations to the Board 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 Council's 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 a meeting, the Board will elect a temporary chair for the particular meeting in question. 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 applicable federal, state, and local laws, rules, regulations, and/or ordinances. 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. In addition to any other duties and/or responsibilities prescribed and/or directed by the Board from time to time, the executive director will have the following duties and responsibilities:

(a) The executive director will cause to be prepared plans, reports, and other necessary matters concerning Agency's urban renewal area(s) and will report from time to time to the Board on the status of Agency's urban renewal programs.

(b) Except as otherwise provided by these Bylaws, the executive director may appoint and remove, and will have general supervision and control over, Agency employees and their work.

(c) The executive director will serve as Agency's budget officer.

(d) City's then appointed city manager may act as the executive director of Agency, or the 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; Additional Personnel; Committees. Agency's officers will perform such other duties and functions as may be designated by the Board and/or required by Agency from time to time. The Board may create such positions, employ such personnel, create committees, subcommittees, or advisory groups as it deems necessary to exercise Agency's powers, duties, and functions in accordance with these Bylaws and applicable law.

3.6 Vacancies; Removal. Should the offices of the chair or vice-chair/secretary become vacant, the Board will elect a successor from its members at the next regular meeting and such election will be for the unexpired term of such office. The chair or vice-chair/secretary may be removed from office at any time by a vote of a majority of the entire Board.

4. MEETINGS

4.1 Board Meetings. The Board will hold at least one regularly scheduled meeting per quarter unless canceled at the direction of the chair due to lack of Agency business or other reason. The Board will operate subject to, and in accordance with, applicable Oregon law. Notwithstanding anything contained in these Bylaws to

the contrary, all meetings of the Board will be called, noticed, and held in accordance with these Bylaws and Oregon law (including, without limitation, Oregon's Public Meetings Law). Without otherwise limiting the generality of the immediately preceding sentence, all meetings, deliberations, and proceedings of the Board will be public except as otherwise expressly authorized under applicable Oregon law.

4.2 Special and Emergency Meetings. In addition to the regular meetings, the Board will meet at such other times, dates, and places as may be deemed necessary or appropriate to carry out Agency business. Special meetings may be called by the chair, a majority of the members, and/or the executive director by giving at least forty-eight (48) hours' prior notice.

4.3 Quorum. A majority of the then appointed Board members will constitute a quorum for the purpose of conducting business and exercising the powers of Agency and for all other purposes. A majority vote of a quorum is necessary to act on any matter before the Board, except as otherwise provided in these Bylaws, a resolution of the Board, and/or applicable law. To the fullest extent permitted under 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.

4.4 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.

4.5 Order of Business. At the regular meetings of the Board, 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 Board members.
- (f) Items from executive director.
- (g) Public hearings.
- (h) Committee reports.
- (i) New and miscellaneous business.
- (j) Adjournment.

4.6 Robert's Rules; Decorum. Each Board member will conduct himself or herself in a manner consistent with the applicable Council rules for decorum and order. Except as otherwise provided by applicable law, Council rules, and/or these Bylaws, all rules of order not herein provided for will be determined in accordance with *Robert's Rules of Order Newly Revised*.

4.7 Minutes; Resolutions. The executive director (or his or her designee) will keep an accurate record of all Board proceedings, including written minutes or recordings of all meetings. A copy of each meeting minutes will be delivered to the executive director for filing. The minutes of any meeting of the Board are a public

record available for public inspection, subject to applicable Oregon law (including, without limitation, Oregon's Public Records Law). All Agency resolutions will be in writing.

5. FINANCIAL

5.1 Agency Funds; Investment; Disbursement. The executive director (or his or her designee) 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 the Board.

5.2. Budget; Audit; Annual Report. Budget procedures will follow budget law of the State of Oregon for urban renewal agencies. An annual audit of the fund(s) of Agency will be performed. As required in ORS 457.460, an annual report will be prepared for Agency and published as required by applicable Oregon law.

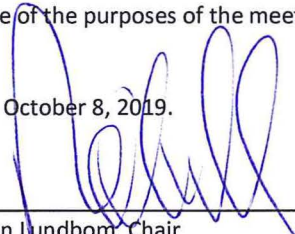
6. PROFESSIONAL SERVICES

Agency will use the same professional services firms and/or consultants as City, unless the Board determines the use thereof is not in the best interests of Agency. Subject to and in accordance with Agency's public contracting rules, Agency may obtain and/or procure professional services, including, without limitation, bond counsel, urban renewal consultant(s), and financial analyst(s) as may be necessary or appropriate to achieve the goals and objectives of Agency.

7. AMENDMENT OF BYLAWS

The Board may, by resolution, 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 at which the amendment is to be considered. The notice of the meeting at which the amendment is to be considered will state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to these Bylaws.

These Bylaws were adopted and made effective by the Board on October 8, 2019.



Ron Lundbom, Chair

ATTEST:



Nick Green, Executive Director