

Tillamook Urban Renewal Agency Bylaws

Revisions to the Bylaws by Resolution as Follows:

Resolution 2006-01 Adopting Bylaws - 10-30-2006

Resolution 2009-03 Establish Regular Meeting Time – 7-21-2009

Resolution 2009-04 Board Member Continuity – 7-21-2009

Resolution 2009-07 Establishing Standing Committees – 9-10-2009

Resolution 2011-01 Concerning Regular Meeting Times – 1-27-2011

Resolution 2011-02 Concerning Agency Board Membership – 5-3-2011

Resolution 2011-06 Concerning Regular Meeting Times – 6-7-2011

Resolution 2012-01 Concerning Regular Meeting Times – 1-11-2012

Resolution 2012-06 Concerning Agency Board Membership – 9-12-2012

Resolution 2012-07 Multiple Amendments to the Bylaws – 12-12-2012

Section 1. ARTICLE I - AUTHORITY

1a. **Name:** The name of the Agency shall be the Tillamook Urban Renewal Agency, hereinafter referred to as "Agency or TURA."

1b. **Office:** The office of the Agency shall be the City Hall of the City of Tillamook, Oregon, or as mutually agreed to by the Tillamook City Council and the Agency.

1c. **Powers and Duties of the Agency:** The powers and duties of the Agency shall be as provided by Chapter 457 of the Oregon Revised Statutes and Tillamook City Charter and as authorized by the Tillamook City Council in accordance with Ordinance No. 1211, adopted by the Tillamook City Council July 17, 2006.

Section 2. ARTICLE II - BOARD MEMBERS

2a. **Agency Membership:** The Board of the Agency shall be comprised of seven (7) members, including two (2) members of the Tillamook City Council as it lawfully exists from time to time; and five (5) at-large positions.

2b. **The Terms of Agency Board Members:** The terms of Agency board members shall be: the two (2) members of the City Council shall serve for a term consistent with their elected term of office not to exceed four (4) years; the five (5) at-large positions shall serve as follows:

- Beginning in 2006, the initial term of office was staggered for at-large appointments per the following:

Two persons at-large for a two (2) year term; three persons at-large for a four (4) year term; subsequent appoints shall be made every other year for the full four (4) year term to allow continuity of committee make-up (For example: two (2) at-large member position terms ended in 2008 and will now end in 2012; the other three (3) at-large member positions will end in 2010 and will end again in 2014, and so it goes thereafter three in 2016 the other two ending in 2018, three in 2020 and the other two in 2022).

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Any Agency members may be removed by a majority vote of all members of the Agency.

- Board Member and City Council positions shall be numbered as follows:
At Large Position #1 – 4 year term
At Large Position #2 – 4 year term
At Large Position #3 – 4 year term
At Large Position #4 – 4 year term
At Large Position #5 – 4 year term
City Council Member #1
City Council Member #2

2c. Vacancies of Positions within the Agency: Board terms expire on December 31 of the year associated with that position number. After advertising for each position, nominations and appointments will be done at the December meeting. If for some reason the position cannot be filled prior to December 31st, the remaining Agency board members will meet as soon as possible to nominate and fill the expired position.

Should the position of any member of the Agency become vacant at any time, the Agency shall seek, at its earliest convenience, to fill said vacancy for the remainder of the term. Vacant positions of members shall be filled as follows: Vacant councilor member positions shall be referred to the Tillamook City Council for action; at-large member positions shall be filled by the Agency.

2d. Procedure of Voting on Vacant At-Large Positions:

- 1d. Nominations for vacant positions will open with no second required. When nominations are exhausted, discussion will follow.
- 2d. Voting by existing Board members will be done all at once by written ballot.
- 3d. Votes equaling the number of vacancies will be placed on a ballot and signed by each remaining agency member.
- 4d. Votes will be read aloud as to voting members name and their selection(s) and tallied.
- 5d. Nominee(s) with the greater number of votes will fill the vacant position(s).

2e. Initial Appointment of Positions: The initial appointment of the seven (7) positions of the Agency shall be determined as follows: the two (2) councilor positions shall be determined by a vote of the Tillamook City Council; the five (5) at-large positions shall be determined by lottery draw at the first meeting of the Agency.

Section 3. ARTICLE III - OFFICERS AND PERSONNEL

3a. Officers: The officers of the Agency shall be Chair and Vice Chair.

3b. Chair: The Chair shall be elected by the board members of the Agency and shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of board members, the Chair shall sign all contracts, deeds, and other instruments made by the Agency. At each

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meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business, affairs, and policies of the Agency.

- 3c. **Vice Chair:** The vice Chair shall be elected by the board members of the Agency and shall perform the duties of the Chair in the absence or incapacity of the Chair; and in case of resignation or death of the Chair, the vice Chair shall perform such duties as are imposed on the Chair until such time as the Board shall elect a new Chair.
- 3d. **Additional Duties:** The officers of the Agency shall perform such other duties and functions as may, from time to time, be required by the Agency or by the bylaws or rules and regulations of the Agency.
- 3e. **Election or Appointment:** The Chair and Vice Chair shall be elected annually by the board members at the first regular meeting of the Board in January of each year, and shall hold office for one year or until their successors are elected and qualified.
- 3f. **Vacancies of the Chair or Vice-Chair:** Should the offices of the Chair or vice Chair become vacant, the Board shall elect a successor from its members at the next regular meeting and such election shall be for the unexpired term of such office.
- 3g. **Personnel:** The Board shall appoint an administrator and legal counsel. The administrator shall be appointed for an indefinite term by vote of a majority of the board members. The administrator shall keep the records of the Agency, record all votes, keep a record of the proceedings of the Agency, and perform all duties incident to the office and other duties and functions as may from time to time be required by the bylaws or rules and regulations of the Agency.

The legal counsel shall be appointed for an indefinite term by vote of a majority of the board members. No board member shall be eligible to become legal counsel to the Agency until at least one year after leaving office as a board member.

The Board may create additional positions and appoint such personnel as it may, from time to time, find necessary or convenient to perform its duties and obligations at such compensation as may be established by the Agency, which appointments shall continue at the pleasure of the Agency or until resignation.

- 3h. **Removal:** The Chair, Vice Chair, administrator, and legal counsel may be removed at any time by a vote of a majority of the entire Board.

Section 4. ARTICLE IV - MEETINGS

- 4a. **Regular Meetings:** Regular meetings shall be in accordance with ORS Chapter 192. All meetings shall be held in the council chambers in the City of Tillamook, Oregon, or at such other place as the Chair shall determine. A regular meeting may be adjourned to a time and date certain decided by a vote of the majority of the Agency board members present and voting, and no notice of such adjourned meeting need be given. Provided the agenda is not altered,

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beginning on February 1, 2012, the Tillamook Urban Renewal Agency shall meet on the second Wednesday of each month at 5:30 p.m. or due to conflict or special circumstances may meet on other days, by the consensus of a majority of the board. Additional or special meetings may be held.

- 4b. **Special Meetings:** The Chair may, when the Chair deems it expedient, and shall upon the written request of two board members of the Agency, call a special meeting of the 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 such meeting shall be in accordance with ORS Chapter 192. Presence of any board member at any meeting shall be deemed to be a waiver of notice of such meeting. Special meetings may also be held at any time by the unanimous consent of all board members of the Agency.

- 4c. **Quorum:** Four (4) board members of the Agency shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes. A majority of the board members of the Agency present and voting shall be necessary to determine any question before the Agency, unless otherwise specified in these bylaws, in a resolution of the Agency or in Roberts Rules of Order, Newly Revised.

- 4d. **Manner of Voting:** The voting on formal resolutions, matters to any federal, state, county or city agency, and on such other matters as may be requested by a majority of the Agency board members shall be by roll call, and the ayes and nays and board members present and not voting shall be entered upon the minutes of such meeting, except on the election of officers, which may be by ballot.

- 4e. **Order of Business:** At the regular meetings of the Agency, the following shall be substantially the order of business:
 - 1e. Additions to the Agenda
 - 2e. Approval of Minutes from previous meetings
 - 3e. Discussion and/or Action items
 - 4e. Public Comment
 - 5e. Agenda Additions
 - 6e. Adjourn

- 4f. **Resolutions:** All resolutions shall be in writing.

- 4g. **Roberts Rules:** All rules of order not herein provided for or provided for by resolution shall be determined in accordance with Roberts Rules of Order, Newly Revised.

- 4h. **Open Meetings:** All meetings shall be open to the public, except that any portion of a meeting may be held in Executive Session if such session is in conformity with ORS Chapter 192.

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Section 5. ARTICLE V - PROCEDURES

5a. **Standing or Special Committees:** The Chair is authorized to refer items to standing or special committees for recommendation and report. All committees shall be appointed by the Chair unless otherwise ordered by the Agency. The committee member first named shall act as Chair thereof. Appointments to such committees need not be restricted to board members of the Agency.

- All committees should consist of at least three (3) members.
- Any committee should not be made up solely of TURA members, if possible.
- All committee appointments by the TURA Chair or the Committee Chair shall be reconsidered at the same time each year as the TURA officers are chosen, but a vacancy should be filled as soon as possible.

Standing Committees shall be as follows:

A. The Proposal Committee:

1. The Committee shall first ascertain that the applicant request for either financial, and or technical assistance has filed all of the necessary forms, and that they are completed as required by the TURA Application Guideline and Overview procedures and any other obligation assigned by a majority of the Board.
2. The Committee has the authority to require that additional forms be completed that it deems necessary before allowing the request to come before the full Board for consideration.
3. The Committee shall make a recommendation for consideration of assistance before the full Board.
4. The Committee will from time to time report to the full board as requested by the TURA Chair.

B. The Contract Committee:

1. The Committee will monitor the TURA contracts for compliance with the TURA Application Guideline and Overview procedures and requirements, make recommendations concerning payments to the applicant if applicable, and generally oversee the completion of the contract requirements, and any other obligation assigned to it by a majority of the Board.
2. The Committee will from time to time report to the full TURA Board as requested by the TURA Chair.

5b. **Authorization of Expenditures:** Authorization and approval of expenditures of money may be made only at a regular meeting or at a special meeting called for that purpose. No authorization or approval of expenditures of money may be made at a special meeting unless all board members of the Agency have been advised in advance of said meeting that such authorizing action is intended to be taken or considered.

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Section 6. ARTICLE VI - FINANCIAL

- 6a. **Separate Fund:** A separate fund or funds of the City of Tillamook shall be established for the Agency. All disbursements from these funds shall follow the regular disbursement procedures of the City of Tillamook.
- 6b. **Budget:** Budget procedures shall be in compliance with state budget laws. The committee which reviews the budget of the Agency shall consist of the board members of the Agency plus the appointed at-large members of the City of Tillamook budget committee.
- 6c. **Audit:** An annual audit of the fund or funds of the Agency shall be performed by the auditor of the City of Tillamook using the same procedures as are used for all other funds of the City and in accordance with state audit laws.

Section 7. ARTICLE VII - AMENDMENTS

Amendments to Bylaws: The bylaws of the Agency shall be amended only with the approval of a majority of all members of the Agency at a regular or special meeting, but no such amendment shall be adopted unless at least ten (10) days' written notice thereof has been previously given to all of the board members.