

CODIFIED BY-LAWS FOR THE GARIBALDI URBAN RENEWAL AGENCY (GURA)

The By-Laws for the Garibaldi Urban Renewal Agency (GURA) were first adopted by GURA Resolution No. 2006-01 at its first meeting August 21st, 2006. The provisions in that resolution established the basis for this codified version of the GURA By-Laws. All Sections of this code were adopted through Res. No. 2006-01 unless otherwise marked.

LIST OF BY-LAWS RESOLUTIONS

| Res. No. | Purpose | Adoption Date |
|-----------------|--|----------------------|
| 2006-01 | Creating By-Laws | 8/21/2006 |
| 2007-03 | Adding Officers, Positions, Payment of Bills, Freeholder Budget Positions, etc. | 8/20/2007 |

ARTICLE I - AUTHORITY

Section 1. Name: The name of the Agency shall be the Garibaldi Urban Renewal Agency, hereinafter referred to as "Agency". "Agency" also refers to the members of the board of the Agency of the Garibaldi Urban Renewal District.

Section 2. Office: The office of the Agency shall be the City Hall of the City of Garibaldi, Oregon, or as mutually agreed to by the Garibaldi City Council and the Garibaldi Urban Renewal Agency.

Section 3. 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 Garibaldi City Charter and as authorized by the Garibaldi City Council in accordance with Ordinance No. 292, adopted by the Garibaldi City Council June 19, 2006.

ARTICLE II - AGENCY MEMBERS

Section 4. Membership: The Agency will be composed of nine (9) voting members including the five (5) members of the Garibaldi City Council, one (1) member of the Port of Garibaldi Board of Commissioners appointed by the Port of Garibaldi Board of Commissioners, one (1) member of the Garibaldi Planning Commission appointed by the Garibaldi Planning Commission, and two (2) at-large positions appointed by the Garibaldi City Council.

Section 5. Qualifications: Agency members shall qualify pursuant to Garibaldi City Council Rules Ordinance No. 225 (Section 10) except for the members representing the Port of Garibaldi and Garibaldi Planning Commission. Those members shall qualify pursuant to the Port of Garibaldi's by-laws and the Garibaldi Municipal Code 2.20 ("Planning Commission").

Section 6. Terms: The terms of the Agency members shall be as follows: The two (2) at-large members directly appointed by the City Council shall serve for staggered terms of four years each expiring December 31st. The first appointee will serve four years expiring December 31, 2010 and the second appointee will serve for two years expiring December 31, 2008 with subsequent appointees serving for four. The five (5) Garibaldi City Council members, one (1) Port of Garibaldi Commissioner and one (1) Garibaldi Planning Commissioner shall serve terms on the Agency as prescribed by their respective charters, ordinances and by-laws.

ARTICLE III - OFFICERS AND PERSONNEL

Section 7. Officers: The officers of the Agency shall be Chair, Vice Chair, Treasurer and Treasurer Pro-Tem. *[Treasurer and Treasurer Pro-Tem added by Res. No. 2007-03]*

Section 8. Chair: The Chair shall be elected by the Agency members and preside at all meetings of the Agency. Except as otherwise authorized by resolution, the Chair shall sign all contracts, deeds, and other instruments made by the Agency. At each meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business, affairs, and policies of the Agency.

Section 9. Vice Chair: The Vice Chair shall be elected by the Agency members and 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 Agency shall elect a new Chair.

Section 10. Treasurer: The GURA Chair shall be the GURA Treasurer. The GURA Treasurer shall be authorized to sign checks and other financial drafts on behalf of GURA and to implement duties as otherwise defined by resolution. *[Treasurer added by Res. No. 2007-03]*

Section 11. Treasurer Pro-Tem: The GURA Vice Chair shall be the GURA Treasurer Pro-Tem and shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer. *[Treasurer Pro-Tem added by Res. No. 2007-03]*

Section 12. 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 by-laws or rules and regulations of the Agency.

Section 13. Election or Appointment: The Chair and Vice Chair shall be elected annually by the Agency members at the first regular meeting of the Agency in January of each year, and shall hold office for one year or until their successors are elected and qualified.

Section 14. Vacancies: Should the offices of the Chair or Vice Chair become vacant, the Agency shall elect a successor from its members at the next regular meeting.

Section 15. Personnel: (A) The Agency's Administrator shall be the Garibaldi City Administrator. 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 Agency, by-laws or rules and regulations of the Agency. (B) The Agency's Finance Officer shall be the City's Finance Officer and be responsible for the bookkeeping and financial record keeping of Agency as directed by the Administrator. (C) The Agency may create additional positions and appoint such personnel, including Legal Counsel, 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. *[Finance Officer added by Res. No. 2007-03]*

Section 16. Removal: (A) The Chair and Vice Chair may be replaced from those positions at any time by a vote of a majority of the entire Agency. (B) Members may be removed from GURA if he/she is unable to qualify as a member as prescribed in Section 5, "Qualifications", fails to perform his/her duties by missing three consecutive regular GURA meetings, resigns, or dies. *[Other removal provisions added by Res. No. 2007-03]*

ARTICLE IV - MEETINGS

Section 17. Regular Meetings: Regular meetings shall be in accordance with ORS Chapter 192 and occur once a quarter prior to a regular Garibaldi City Council meeting. Meetings shall be held in the Council Chambers in the City of Garibaldi, Oregon, or at such other place as the Chair shall determine. A regular meeting may be adjourned to a time and date decided by a vote of the majority of the Agency members present and voting, and no notice of such adjourned meeting need be given.

Section 18. Special Meetings: The Chair may, when the Chair deems it expedient, and shall, upon the written request of two Agency members, 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 designated business. Notice of such meeting shall be in accordance with ORS Chapter 192. Presence of any Agency 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 Agency members.

Section 19. Quorum: Five Agency members shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes. A majority of the entire Agency shall be necessary to determine any question before the Agency, unless otherwise specified in these by-laws or other Agency resolutions.

Section 20. 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 shall be by voice vote. A roll call, the ayes and nays on dissenting votes and Agency members present and not voting shall be entered upon the minutes of such meetings, except on the election of officers.

Section 21. Order of Business: At the regular meetings of the Agency, the following shall be substantially the order of business: (a) call to order, (b) public comment, (c) approval of the minutes, (d) old business, (e) new business, (f) other items, and (g) adjournment. *[New Order of Business amended by Res. No. 2007-03]*

Section 22. Resolutions: All resolutions shall be in writing.

Section 23. 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.

Section 24. 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.

ARTICLE V - PROCEDURES

Section 25. 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 Agency members.

Section 26. Authorization of Expenditures: Authorization and approval of the expenditures of money may be made only at a regular meeting or at a special meeting called for that purpose. Provided, that no authorization or approval of expenditures of money may be made at a special meeting unless all Agency members of the Agency have been advised in advance of said meeting that such authorizing action is intended to be taken or considered. Additional

policies for the payment of bills may be developed by resolution. *[Additional bill paying procedures added by Res. No. 2007-03]*

Section 27. Local Contract Review: GURA shall act as the Local Contract Review Board when approving public contracts in excess of \$25,000. GURA shall follow the policies and procedures of Garibaldi Municipal Code 3.10 ("Public Contracts") unless otherwise provided for by GURA by-laws or resolutions. *[Local contract review authority added by Res. No. 2007-03]*

ARTICLE VI - FINANCIAL

Section 28. Separate Fund: A separate fund or funds of the City of Garibaldi shall be established for the Agency. All disbursements from these funds shall follow the regular disbursement procedures of the City of Garibaldi.

Section 29. Budget: Budget procedures shall be in compliance with state budget laws. The committee that reviews the budget of the Agency shall consist of the Agency board plus nine freeholder positions that are residents of the City of Garibaldi. GURA shall make every attempt to appoint freeholder positions, but a lack of willing freeholders shall not keep GURA from proceeding with state budget procedures. *[Freeholder positions added by Res. No. 2007-03]*

Section 30. Audit: An annual audit of the Agency's funds shall be performed by the auditor of the City of Garibaldi using the same procedures as are used for all other funds of the City and in accordance with state audit laws.

ARTICLE VII - AMENDMENTS

Section 31. Amendments to By-Laws: The by-laws 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 seven (7) calendar days written notice thereof has been previously given to all of the Agency members

ARTICLE VIII – ADOPTION

Section 32. This Resolution shall be in effect from and after its adoption by the Garibaldi Urban Renewal Agency.

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