

RESOLUTION NO. 31

A RESOLUTION AMENDING THE BY-LAWS OF THE URBAN RENEWAL AGENCY OF THE CITY OF TROUTDALE

THE URBAN RENEWAL AGENCY OF THE CITY OF TROUTDALE FINDS AS FOLLOWS:

1. The Troutdale Urban Renewal Agency ("Agency"), the duly formed body to implement the urban renewal in Troutdale was formed by the adoption of City Ordinance. No. 771 on January 27, 2006.
2. The Troutdale City Council ("City Council") adopted the Troutdale Riverfront Renewal Plan ("Plan") on February 14, 2006, by Ordinance No. 773 to provide tax increment funding and urban renewal authority to eliminate blight and foster development and redevelopment within the Troutdale Riverfront Renewal Area ("Plan Area") in order to protect the public health, safety, and welfare.
3. The Agency adopted By-Laws on September 12, 2006 by Resolution No. 2 to provide operating and procedural guidelines of the Agency.
4. The Agency desires to complete the projects in the Plan, and with changed circumstances since 2006, including the voter approved City charter change, it is in the Agency's best interest to update the adopted written Agency By-Laws.

NOW, THEREFORE, BE IT RESOLVED BY THE URBAN RENEWAL AGENCY OF THE CITY OF TROUTDALE:

Section 1. The Troutdale Urban Renewal Agency hereby adopts Attachment A as the By-Laws of the Urban Renewal Agency of the City of Troutdale.

Section 2. This Resolution shall take effect upon adoption.

YEAS: 7

NAYS: 0

ABSTAINED: 0



Doug Daoust, Chair

Date 10/22/14



Debbie Stickney, City Recorder

Adopted: October 21, 2014

**BY-LAWS
Of the
URBAN RENEWAL AGENCY OF THE CITY OF TROUTDALE**

**ARTICLE I
THE AGENCY**

Section 1. Composition of the Agency: The Urban Renewal Agency of The City of Troutdale (Agency), in accordance with Troutdale Ordinance #771, shall be governed by the Troutdale City Council.

Section 2. Powers and Authority of the Agency: The Agency is vested with all powers and authorities provided by state law except where limited in the Troutdale Riverfront Renewal Plan.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1. Number of Seats: The Agency shall consist of a Board of Directors consisting of the members of the Troutdale City Council.

Section 2. Appointment and Terms of Office: City Council. Representatives shall serve terms that correspond with the term of their city council seat, ending December 31. All members of the Board of Directors may be re-appointed to consecutive terms if their city council seats are continued.

Section 3. Local Contract Review Board: The Agency's Board of Directors shall act as the Local Contract Review Board when approving public contracts in accordance with the City of Troutdale's Public Contracting Rules.

**ARTICLE III
OFFICERS**

Section 1. Officers: The Agency Officers shall be a Chair and Vice-Chair, an executive director, and any other officers whom the Agency deems necessary.

Section 2. Chair: The Mayor of the City of Troutdale shall be the Agency Chair, provided that the Agency may appoint another governing member to serve as Chair if the Mayor resigns or dies. The Chair shall preside at all Agency meetings . The Chair shall have a vote on all questions before the Agency. At each meeting the Chair shall submit such recommendations and information as the Chair may consider proper concerning the Agency's business, affairs and policies.

Section 3. Vice-Chair: The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In the event the Chair resigns or dies, the Vice-Chair shall perform the Chair's duties until such time as the Agency selects a new Chair. If both the Chair and the Vice-Chair are absent from an Agency meeting, the members present shall select one of the Agency members to perform the Chair's functions at the meeting.

Section 4. Executive Director: The Executive Director shall be the chief executive officer and administrative head of the Agency and shall be responsible to the Agency for the proper administration of the affairs placed in the Executive Director's hands. The Executive Director shall administer the affairs of the Agency in accordance with Federal, State and local laws. The Executive Director shall see that all contracts of the Agency are carried out in the best interest of the Agency under appropriate law.

- (a) The City Manager of the City of Troutdale shall serve as the Executive Director of the Agency, unless the Board of Directors select another individual to serve as Executive Director of the Agency.
- (b) The Executive Director shall cause to have prepared any plans, reports, and other necessary matters concerning any given Urban Renewal area matter; and shall report from time to time to the Agency on the status of the Urban Renewal programs.
- (c) The Executive Director shall appoint and remove employees except as the Bylaws otherwise provide and shall have general supervision and control over them and their work.
- (d) The Executive Director shall serve as the budget officer of the Agency or delegate that responsibility to the Finance Director of the City.
- (e) The Executive Director shall be responsible for the fiscal administration of all funds of the Agency, or delegate that responsibility to the Finance Director of the City.

Section 5. 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 in accordance with Agency by-laws, rules and regulations.

Section 6. Election or Appointment: The Agency shall elect the Vice-Chair from its membership at the Agency's first regular meeting in January of each year. The Vice-Chair shall hold office for one year or until a successor is elected.

Section 7. Vacancies: Should the offices of the Chair or the Vice-Chair become vacant, the Agency shall elect a successor from its Agency members at the next regular meeting and such election shall be for the unexpired term of such office. Should the office of the Vice-Chair become vacant, the Agency shall elect a successor from its membership at the next regular meeting and such election shall be for the unexpired term of such office.

Section 8. Personnel and Agreements: The Agency may create such positions and appoint such personnel as it may from time to time find necessary or convenient to perform Agency duties and obligations. The Agency shall establish the compensation that shall be paid to appointed personnel or delegate the authority to establish the compensation in an Agency resolution. Agency appointments shall continue at the pleasure of the Agency or

until resignation. The Agency may contract with the City of Troutdale for the services of City personnel and to perform Agency duties and obligations at such terms and conditions as the Agency and the City may agree.

ARTICLE IV

MEETINGS

Section 1. Regular Meetings: Regular meetings shall be held on the third Tuesday of each month with official notice published of the time and place of the meeting. All meetings shall be held in the City of Troutdale, Oregon, or at such other place as the Chair shall determine.

Section 2. Special Meetings: The Chair may, when the Chair deems it expedient, and shall, upon the written request of two members of the Agency, call a special meeting to be held at such time and place as noted by the Chair or members calling the special meeting, for the purpose of transacting any business designated. Notice of a special meeting shall be given to each Agency member. Such notice may be given either verbally or in writing when given directly to the member at least twenty-four hours before such meeting; otherwise notice shall be given in writing by sending it to the business or home address of the member at least forty-eight hours before such meeting. Presence of any member at any meeting shall be deemed to be a waiver of notice of such meeting.

Section 3. Open Meetings: The deliberations and proceedings of the Agency shall be public except as state law allows otherwise.

Section 4. Quorum: Four members of the Agency shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Action may be taken by the Agency upon a vote of a majority of the membership of the Agency present.

Section 5. 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 members shall be by ayes and nays and entered upon the minutes of such meeting. The Agency members present and not voting and Agency members absent shall also be entered upon the minutes of such meeting.

Section 6. Order of Business: At the regular meetings of the Agency, the following shall be substantially the order of business:

- (a) Roll call.
- (b) Approval of minutes of previous meeting, and consent agenda
- (c) Proclamation, presentations
- (d) Citizen input
- (e) Public Hearings
- (f) Other items of business; ordinance, resolutions, and other measures
- (g) Executive Director reports
- (i) Director Communications
- (j) Adjournment

ARTICLE V

PROCEDURE

Section 1. Standing, Special and Advisory Committees: The Agency Chair is authorized to refer items to standing, special or advisory committees for recommendation and report. All committees shall be appointed by the Agency following the process outlined in Section 2.20.020 of the Troutdale Municipal Code. The committee members shall elect their own Chair at the first meeting of the committee. A Committee Chair initially elected shall serve until the next first regular meeting in January, and thereafter to be elected to one year terms at the first annual meeting in January of each year. Appointments to committees need not be restricted to Agency members or Troutdale residents.

Section 2. 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 members of the Agency have been advised in advance of said meeting that such authorizing action is intended to be taken or considered.

Section 3. Rules of Order: The Troutdale City Council rules shall govern the manner in which the Agency shall conduct its meetings, except where these by-laws or Agency resolution or rules adopt a different procedure.

ARTICLE VI

ADMINISTRATIVE PROVISIONS

Section 1. Books and Records: The Agency shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Agency and its committees.

Section 2. Indemnification of Agency Members: The Agency elects to defend and indemnify its present and former officials and their successors, spouses and marital communities to the full extent authorized by law. In addition, the right of indemnification shall inure to each Agency member or officer and his or her spouses and marital communities upon his or her appointment to the Agency and in the event of his or her death shall extend to his or her heirs, legal representatives and estate. Each person who shall act as Agency member or officer of the Agency shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right which he or she may have.

Section 3. Principal Office: The initial principal office of the Agency shall be the Troutdale City Recorder's Office, City Hall, 219 E. Historic Columbia River Hwy, Troutdale, Oregon, 97060-2078, or any subsequent location of the Troutdale City Hall. The Agency may establish by resolution a different location as its principal office.

ARTICLE VII

FINANCIAL

Section 1. Agency Funds; Investment and Disbursement: Agency funds shall be managed by the City of Troutdale and shall maintain a separate accounting of funds from the funds of the City, and funds may be pooled and invested and disbursed in accordance with Oregon law.

Section 2. Budget: Budget procedures shall follow budget law of the State of Oregon for urban renewal agencies.

Section 3. Audit: An annual audit of the fund or funds of the Agency shall be performed.

Section 4. Annual Report: As required in ORS 457.460, an annual report will be prepared for the Agency and published as required by statute.

Section 5. Contracts, Deeds, Instruments: The Executive Director shall execute all contracts, deeds and instruments on behalf of the Agency as authorized by Agency resolution, or the adopted Agency budget, and pursuant to the Public Contracts and Purchasing chapter of the Troutdale Municipal Code.

ARTICLE VIII

PROFESSIONAL SERVICES

Section 1. Professional Services: The Agency shall use the same auditor as the City of Troutdale, unless not in the best interests of the Agency to do so. The Agency may hire other professional services, including but not limited to legal counsel, bond counsel, urban renewal consultant, and financial analyst as may be required to fulfill the goals and objectives of the Agency.

ARTICLE IX

AMENDMENTS

Amendments to By-Laws: The by-laws of the Agency shall be amended only with the approval of at least four of the 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 members of the Agency.