

ORDINANCE NO. 1121-A

INTRODUCED BY COMMISSIONER 1121-A

AMENDING THE WARRENTON BUSINESS ASSOCIATION
BYLAWS AND REPEALING ALL ORDINANCES
IN CONFLICT HEREWITH

WHEREAS, the Warrenton Business Association Board of Directors has reviewed and recommended changes to its bylaws; and

WHEREAS, previous amendments to its bylaws have been incorporated into the attached document.

NOW, THEREFORE, THE CITY OF WARRENTON ORDAINS AS FOLLOWS:

Section 1. The Warrenton Business Association Bylaws shall be as hereto attached as Exhibit A of this ordinance.

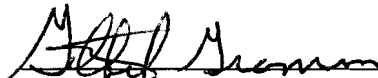
Section 2. All other ordinance in conflict with the Warrenton Business Association Bylaws as adopted by this ordinance are hereby repealed.

Section 3. This Ordinance becomes effective 30 days after its passage.

ADOPTED by the City Commission of the City of Warrenton this 27th day of May, 2008.

First Reading: 5-13-08

Second Reading: 5-27-08


Gilbert Gramson, Mayor

ATTEST


Linda Engbretson, City Recorder

Exhibit A

WARRENTON BUSINESS ASSOCIATION

BYLAWS

Article I

NAME

This Association, being duly and officially established by the City of Warrenton Commission, shall be known as the Warrenton Business Association, herein after referred to as "The WBA".

Article II

GOAL

Pursuant to the following bylaws, the Warrenton Business Association is charged with the task of bringing together the economic interest groups of the City of Warrenton in a way that promotes a shared vision and stimulates economic thinking, unifies planning efforts, promotes the Warrenton Business Community, fairly represents all businesses, promotes livability, business interaction, and goodwill.

Article III

FUNCTION OF THE ASSOCIATION

Provide a forum that stimulates economic thinking and communication aimed at the development of plans and projects that promote a shared vision of Warrenton.

Provide centralized direction for economic planning in Warrenton including the following:

1. Develop and promote policies which effect economic development for the City of Warrenton.
2. Participate in programs and activities, which will enable the Warrenton Business Community to obtain a certain desired level of economic growth.
3. Provide recommendations for the allocation of business license funds to the City Commission for approval. Provide a centralized system of support for economic development projects requiring citywide and countywide support and involvement.
4. Provide fair representation of all businesses in the City of Warrenton.
5. Recognition that the WBA and the Chamber of Commerce are two separate entities, and that the WBA will work cooperatively with the Chamber of

Commerce in order to avoid duplication in services and activities.

Article IV

MEMBERSHIP

Section 1. Any business that purchases a City Business License to do business within the City of Warrenton is a member of the City of Warrenton Business Association.

Article V

MEMBERSHIP MEETINGS

Section 1. The Board of Directors shall meet monthly on the first Tuesday of each month at 6:30 PM.

Section 2. Members of the Board of Directors shall be given five (5) days advance notice for regular or special meetings.

Article VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of seven (7) to nine (9) WBA members. Board of Directors shall exclude any members of the Warrenton City Commission.

Section 2. Each company, firm, association, and/or business shall be entitled to cast one vote for each business license.

Article VII

OFFICERS

Section 1. - Conditions: The Officers of the Warrenton Business Association shall consist of the Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Chairperson may not hold the Officer of the Treasurer.

Section 2. - Chairperson: The Chairperson shall preside at all Association meetings. The Chairperson shall enforce the Bylaws of the "WBA" and provide general supervision and leadership. The Chairperson shall work the City Staff to provide "WBA" members with any necessary interpretation of City policy, rules, regulations, and requirements regarding the "WBA".

Section 3. Vice-Chairperson: The Vice Chairperson shall preside over meetings in the absence of the Chairperson and perform other duties of the Chairperson as requested by the Chairperson.

Section 4. Secretary: The Secretary shall keep the minutes of all Board and general

membership meetings of the "WBA"; responsible for all correspondence as directed by the Chairperson and for membership records, and notification to members of all meetings, their time and place. All records of the "WBA" shall be maintained by, and on file at the City of Warrenton. The Secretary shall work with City Staff to address those policy issues associated with the intent of the Ordinance establishing the "WBA".

Section 5. Treasurer: The Treasurer shall be responsible for reviewing the content of monthly and annual financial statements and their presentation to the Board of Directors. The Treasurer shall also be responsible for co-approval with the Chairperson, of all expenditures related to the "WBA's" budget. The Board of Directors at its request may review the financial statement and/or accounts, or financial records of the Treasurer. The Treasurer shall work with the City Staff to provide "WBA" members with rules, regulations, and requirements related to the overall financial management and the expenditure of funds by "WBA" members.

Section 6. In the absence of the Chairperson, the officers shall preside in the order previously listed.

Article VIII

TERMS OF OFFICE

Section 1. All members of the Board of Directors shall serve a term of three (3) years. Any members of the "WBA" may apply for re-appointment to the Association.

Section 2. The Board of Directors shall have the power to fill board positions that have been vacated by submitting nominations for approval to the Warrenton City Commission. It shall be the duty of members of the Board of Directors to orientate new members to the role and responsibilities of the Board of Directors.

Section 3. The Board of Directors shall consist of seven (7) to nine (9) members.

Section 4. All members of the Board appointed shall serve a term of three (3) years, with the term of at least two (2) Board members expiring each year.

Section 5. The Board may declare the office of a board member vacant if it finds any of the following:

- a) The incumbent has died or resigned.
- b) The incumbent has ceased to be a member of the Warrenton business Association.
- c) The incumbent has ceased to discharge the duties of office for two (2) consecutive months, including attendance at Board meetings, unless prevented therefrom by sickness or other unavoidable cause or unless excused by the Chairperson of the Board.

Article IX

BUDGET

Section 1. The Warrenton City Commission shall exercise its role to oversee the legitimate expenditure of the public monies in accordance with the public budget law under the ORS statutes. All transactions of the Board of Directors shall be submitted to the City Commission for approval prior to the expenditure of funds.

The Chairperson and the Treasurer shall be authorized to approve the submission of billings incurred as a result of activities that have been previously budgeted and approved by the City for payment.

The Chairperson and Treasurer shall also be responsible for the liaison function between the Association's Board of Directors, the City Commission and the City Staff in the presentation of financial statements and requests for payment of billings associated with the Association's functions and activities. The Board shall submit an annual budget to the City Budget committee. The Budget shall be based on an operations year of July 1 to June 30. Supplemental budgets or budget amendments may be submitted by the Board of Directors for approval, at such times as needed, in so far as they do not exceed the total appropriation.

All financial records of the "WBA" shall be maintained at the office of the City of Warrenton.

Section 2 – Committees: Committees appointed by the Board of Directors to conduct special activities of the "WBA" shall be responsible for budgeting, planning, promoting, and carrying out all activities required to produce and direct the activity. Committees shall submit the Treasurer a detailed budget prior to disbursement of funds and provide receipts of all expenditures. The Treasurer shall submit the committee budget to the City for its approval prior to expenditure of funds.

Article X

QUORUM

Section 1. A quorum (consisting of four (4) members if there are 7 Directors or five (5) members if there are 9 Directors) must be present to transact any business at a meeting.

Article XI

COPYRIGHTS

Section 1. Whenever the "WBA", or any committee thereof, purchases or otherwise acquires art work or other copyrighted material, such art work or material shall become the sole property of the "WBA" and the City of Warrenton, by copyright whenever applicable, to use and dispose of at its own discretion or that of the committee.

Article XII

PARLIAMENTARY PROCEDURE

Section 1. All questions of parliamentary procedure shall be determined according to the latest version of Roberts' Rules of Order.

Article XIII

AMENDMENTS

Section 1. The Directors, by a majority vote of those attending any meeting, called for that purpose, may alter, amend, add to or repeal these Bylaws; provided that notice of the proposed change shall have been mailed not less than five days prior to the meeting. The Warrenton City Commission must approve all changes, amendments, or additions to the Bylaws.

Section 2. These Bylaws, when adopted, shall supersede and amend all previous Constitutions, and Bylaws and such previous instruments shall have no further force and effect.

Article XIV

SAVINGS CLAUSE

Section 1. The "WBA" hereby declares that it has adopted these Bylaws and each section, sub-section, sentence, clause, phrase or portion thereof, irrespective of the fact that any one or more section, sub-section, phrases, clauses, or portions be or be declared to be, invalid, unenforceable or unconstitutional; and if a section, sentence, clause, phrase or portion of this ordinance is, for any reason, held to be invalid, unenforceable or unconstitutional by any court, such decision shall not affect the validity of the remaining

portions of this ordinance.

Approved by the Warrenton City Commission on 5-27-08