

**RESOLUTION NO. MRC 2022-01**

**A RESOLUTION OF THE URBAN RENEWAL AGENCY OF THE CITY OF MADRAS APPROVING AND ADOPTING THE THIRD AMENDED AND RESTATED BYLAWS OF THE URBAN RENEWAL AGENCY OF THE CITY OF MADRAS.**

**WHEREAS**, by and through the Madras Redevelopment Commission (“MRC”), the Urban Renewal Agency of the City of Madras (“Agency”) adopted certain bylaws on or about October 16, 2007 to govern Agency’s conduct and business affairs, which bylaws were amended, replaced, and superseded by MRC’s adoption of the following: (a) First Amended and Restated Bylaws of Madras Redevelopment Commission dated April 16, 2013, MRC Resolution No. 2013-01; and (b) Second Amended and Restated Bylaws of the Urban Renewal Agency of the City of Madras dated January 14, 2020, MRC Resolution No. 2020-01 (the “Original Bylaws”); and

**WHEREAS**, MRC desires to amend and restate the Original Bylaws to address recent changes or modifications in the manner and method in which MRC business is conducted.

**NOW, THEREFORE**, the Urban Renewal Agency of the City Of Madras resolves as follows:

1. Findings. The above-stated findings contained in this Resolution No. MRC 2022-01 (this “Resolution”) are hereby adopted.

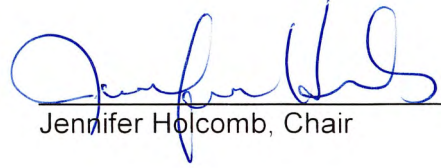
2. Bylaws. The MRC hereby approves and adopts the Third Amended and Restated Bylaws of the Urban Renewal Agency of the City of Madras dated February 8, 2022 attached hereto as Exhibit A (the “Bylaws”). The Bylaws hereby replace and supersede the Original Bylaws in their entirety as of February 8, 2022 (the “Effective Date”). The Original Bylaws are of no further force and effect as of the Effective Date.

3. Miscellaneous. For purposes of this Resolution, the singular includes the plural and the plural includes the singular; the word “or” is not exclusive and the words “include,” “includes,” and “including” are not limiting. Any reference to a particular law, statute, rule, regulation, code, or ordinance includes the law, statute, rule, regulation, code, or ordinance as now in force and hereafter amended. The provisions of this Resolution are 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 MRC to cure editorial and/or clerical errors. This Resolution will be in full force and effect from and after its approval and adoption.

**APPROVED, ADOPTED, AND MADE EFFECTIVE** by the Madras Redevelopment Commission on February 8, 2022.

[signatures on next page]

Ayes: 6  
Nays: 0  
Abstentions: 0  
Absences: 2  
Vacancies: 1

  
\_\_\_\_\_  
Jennifer Holcomb, Chair

ATTEST:  
  
\_\_\_\_\_  
Lysa Vattimo, City Recorder

## EXHIBIT "A"

### THIRD AMENDED AND RESTATED BYLAWS OF THE URBAN RENEWAL AGENCY OF THE CITY OF MADRAS

These Third Amended and Restated Bylaws of the Urban Renewal Agency of the City of Madras (these "Bylaws") dated February 8, 2022 (the "Effective Date") are authorized by Section 3 of City of Madras ("City") Ordinance No. 936. These Bylaws replace and supersede all prior Agency bylaws in their entirety as of the Effective Date.

#### 1. NAME; OFFICE; AUTHORITY

1.1 Name. This agency will be referred to as the Urban Renewal Agency of the City of Madras ("Agency").

1.2 Office. Agency's office will be located at the Madras Police Station/City Hall (Madras, Oregon) or such other location as Agency may from time to time designate by resolution.

1.3 Powers and Duties. Agency's powers and duties are provided under ORS Chapter 457 and City of Madras Ordinance No. 698, as amended.

#### 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 urban renewal agency board (i.e., the Madras Redevelopment Commission (the "MRC")), subject to any limitations set forth under applicable Oregon law and/or City ordinance.

##### 2.2 Membership; Qualifications.

2.2.1 The MRC will be a variable-ranged size of board of commissioners. The minimum number of commissioners is nine (9) and the maximum number of commissioners is thirteen (13). Notwithstanding anything contained in these Bylaws to the contrary, seven (7) commissioner positions will be held by concurrent City council members (i.e., six councilors and the mayor (the "Council")). Subject to the provision contained in these Bylaws, the number of commissioners may be fixed or changed periodically, within the minimum and maximum, by resolution of the MRC.

2.2.2 Two (2) to five seats will be held by members of the general public from the Madras community, which Madras community is defined as that area consisting of two miles from the Madras city limits, excluding the City of Metolius, as depicted on Attachment A. Of the commissioners appointed from the general public, no more than two commissioners may be engaged in the same kind of occupation, business, trade, or profession.

2.2.3 If the Council is unable to fill the MRC membership after the exercise of reasonable efforts, the Council may appoint individuals to the MRC notwithstanding the membership restrictions on occupation, business, trade, and/or profession contained in Section 2.2.2.

2.3 Appointment; Terms of Office. Council commissioners will serve commissioner terms that correspond with the term of the commissioner's Council seat, ending December 31. A vacancy in a member's Council seat will be deemed a vacancy in the member's respective MRC seat. Citizen (general public) commissioners will be appointed by the Council and will serve staggered three-year terms, ending December 31. Commissioners be re-appointed to consecutive terms.

2.4 Local Contract Review Board. The MRC 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 Vacancies; Removal. Any vacancy in the MRC will be filled by the Council for the unexpired term of the predecessor in office. Notwithstanding anything contained in these Bylaws to the contrary, a commissioner appointed by the Council may be disciplined and/or removed by the Council for any of the following reasons: (a) three or more unexcused absences from regular MRC meetings; (b) commission of a felony; and/or (c) any other acts of misconduct or nonperformance that is contrary to the objectives and purpose of the Agency.

### 3. OFFICERS; PERSONNEL; COMMITTEES

3.1 Officers. Agency's officers will consist of a chair, vice-chair, an executive director, and any other officers whom Agency deems necessary.

3.2 Chair. The chair will be appointed by the commissioners during the December meeting of each calendar year, to be effective for the following year, and will preside at all MRC meetings. The chair will have a vote on all questions before the MRC. The chair will be a co-signer on checks.

3.3 Vice-Chair. The vice-chair will be appointed by the commissioners during the Agency's December meeting each calendar year effective for the following year. The vice-chair 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 will act as chair. If both the chair and vice-chair are absent from an MRC meeting, the commissioners present will select one of their number to perform the chair's functions at the meeting. The vice-chair 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. The executive director will be responsible to Agency for the proper administration of Agency's affairs. City's then-appointed city administrator (or his or her designee) may act as the executive director, or the MRC may select another individual to serve as executive director. The executive director will administer the affairs of Agency in accordance with federal, state, and local laws. The executive director will see that all contracts of Agency are carried out in the best interests of Agency and in accordance with applicable law. In addition, the executive director will perform or adhere to the following:

(a) The executive director will prepare (or cause to be prepared) plans, reports, and other necessary documents or instruments concerning any given urban renewal area; and will report from time to time to Agency on the status of the urban renewal programs.

(b) Serve as the budget officer of Agency.

(c) Provide fiscal administration of all funds of Agency and act as co-signer of the checks drawn upon the checking accounts of Agency.

(d) In the absence of the city recorder, the executive director will keep the official records of Agency, attest signatures of Agency, certify copies of Agency documents, and perform other record-keeping duties of the city recorder.

3.5 Additional Duties. The officers of Agency will perform such other duties and functions as may from time to time be required by Agency.

3.6 Additional Personnel; Committees. Agency may, from time to time, create such positions, employ such personnel, create committees, subcommittees, or advisory groups as it deems necessary to exercise its powers, duties, and functions as prescribed by the laws of the State of Oregon applicable thereto.

3.7 Vacancies. Should the offices of chair or vice-chair become vacant, the MRC will appoint a successor from its membership at the next regular meeting and such appointment will be for the unexpired term of such office.

3.8 Removal. The chair or vice-chair may be removed from office at any time by a vote of a majority of the entire MRC. Agency officers, including the positions of chair and vice chair, may also be removed from office after three consecutive, unexcused absences.

#### 4. MEETINGS

4.1 Regular Meetings. Subject to and in accordance with Oregon's Public Meetings Law, the MRC will hold a regular meeting at least once per month, or as the chair, executive director, and/or Agency staff determine necessary or appropriate to conduct Agency business. Regular meetings will be held at a time and place at which Agency designates. A regular meeting may be continued, postponed, cancelled, or adjourned to a later date, and notice of such adjourned meeting will be given to all commissioners and the public.

4.2 Emergency and Special Meetings; Notice. The chair may upon his or her own motion, or at the request of three commissioners of the MRC and/or at the request of the executive director, by giving notice to all commissioners and the public call for an emergency meeting or special meeting of the MRC; provided, however, special meetings must be called and noticed at least twenty-four (24) hours' prior to the holding of the special meeting. All meetings of the MRC will be called, noticed, and held in accordance with these Bylaws and Oregon's Public Meetings Law.

4.3. Excused Absence. When any commissioner cannot attend a meeting of the MRC, the commissioner will notify the chair or city recorder prior to the meeting with as much advance notice as possible. If the absence is for good cause, the absence will be considered excused. If the absence is not for good cause, or prior permission is not obtained, except in the case of an emergency, the absence will be considered unexcused. Whether an absence is for "good cause" will be determined by the MRC.

4.4 Quorum. A majority of the then-appointed MRC commissioners will constitute a quorum for the purpose of conducting MRC business and exercising its powers and for all other purposes. Except as provided otherwise in these Bylaws, a resolution of the MRC, and/or applicable law, the express concurrence of a majority of a quorum is necessary to decide any

question before the MRC. It is the duty of each commissioner to attend all meetings of the MRC. If a quorum is not present, the executive director will immediately inform absent members, except those known to be unavoidably detained, that their presence is needed. Subject to applicable law, MRC commissioners may attend a regular, special, or emergency meeting through use of any means of communicating by which all MRC commissioners participating may simultaneously hear or read each other's communications during the meeting.

4.5 Manner of Voting. The chair will ask for a voice vote for all final decisions. All MRC commissioners present at a meeting are expected to vote on each motion except as provided otherwise under applicable law. A commissioner who does not vote must state the basis for any conflict of interest or other disqualification in accordance with applicable law. MRC commissioners present and not voting and MRC commissioners absent will be entered into the minutes of such meeting. The city recorder will maintain a record of the votes. Any commissioner may request a roll call vote on any motion. At the conclusion of any vote, the chair or city recorder will announce the results.

4.6 Order of Business. At the regular meetings of Agency, 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 other commissioners.
- (f) Staff Reports.
- (g) Public hearings.
- (h) Committee reports.
- (i) New and miscellaneous business.
- (j) Adjournment.

4.7 Time for Submission. An agenda deadline is necessary to allow time for sufficient research by staff, recommendations from subcommittees or advisory committees, and review by the MRC to be prepared for meetings. Items for the MRC agenda must be identified and submitted to the city recorder. For an issue to be addressed on a specific date, items must be received by the executive director not later than 5:00 p.m. on the day at least one week prior to the requested meeting. The executive director will place items which have been previously reviewed by the MRC and/or items which are obviously routine in nature on the consent agenda. Items may be removed from the consent agenda by the chair or by a majority vote of the MRC.

4.8 Robert's Rules. Unless otherwise provided by applicable law or these Bylaws, all rules of order and order not herein provided for will be determined in accordance with *Robert's Rules of Order Newly Revised*.

4.9 Minutes; Resolutions; Open Meetings. The city recorder (or his or her designee) will keep an accurate record of all Agency proceedings, including written minutes or recordings of all meetings. MRC minutes are a public record available for public inspection. All Agency

resolutions will be in writing. All meetings, deliberations, and proceedings of the MRC will be public except as state law allows otherwise.

5. FINANCIAL

5.1 Agency Funds; Investment; Disbursement. City's finance director 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 Agency.

5.2. Budget. Agency will adopt a biennial budget. Budget procedures will follow budget law of the State of Oregon for urban renewal agencies.

5.3 Audit. An annual audit of the fund(s) of Agency will be performed.

5.4 Annual Report. As required in ORS 457.460, an annual report will be prepared for Agency and published as required by applicable Oregon law.

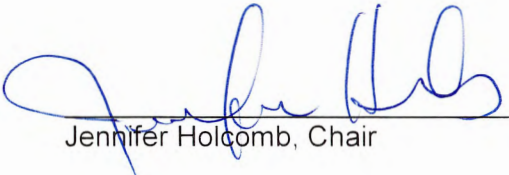
6. PROFESSIONAL SERVICES

Agency will use the same auditor, legal counsel, consulting engineer, and other consultants as City, unless not in the best interests of Agency to do so. Subject to and in accordance with Agency's public contracting rules, Agency may hire other professional services, including, without limitation, bond counsel, urban renewal consultant(s), and financial analyst(s), as may be required to fulfill the goals and objectives of Agency.

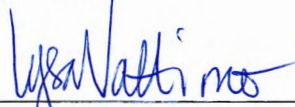
7. AMENDMENT OF BYLAWS

The MRC may, by resolution, adopt one or more amendments to these Bylaws by a vote of a majority of the entire MRC, provided that the proposed amendment(s) has been submitted in writing to all commissioners at least five days prior to the meeting. In accordance with Oregon's Public Meetings Law, Agency must provide notice of any MRC meeting at which an amendment is to be approved. The notice must also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Agency will periodically review these Bylaws to determine whether any changes or modifications are necessary or appropriate.

These Bylaws are deemed binding and effective for all purposes as of the Effective Date.

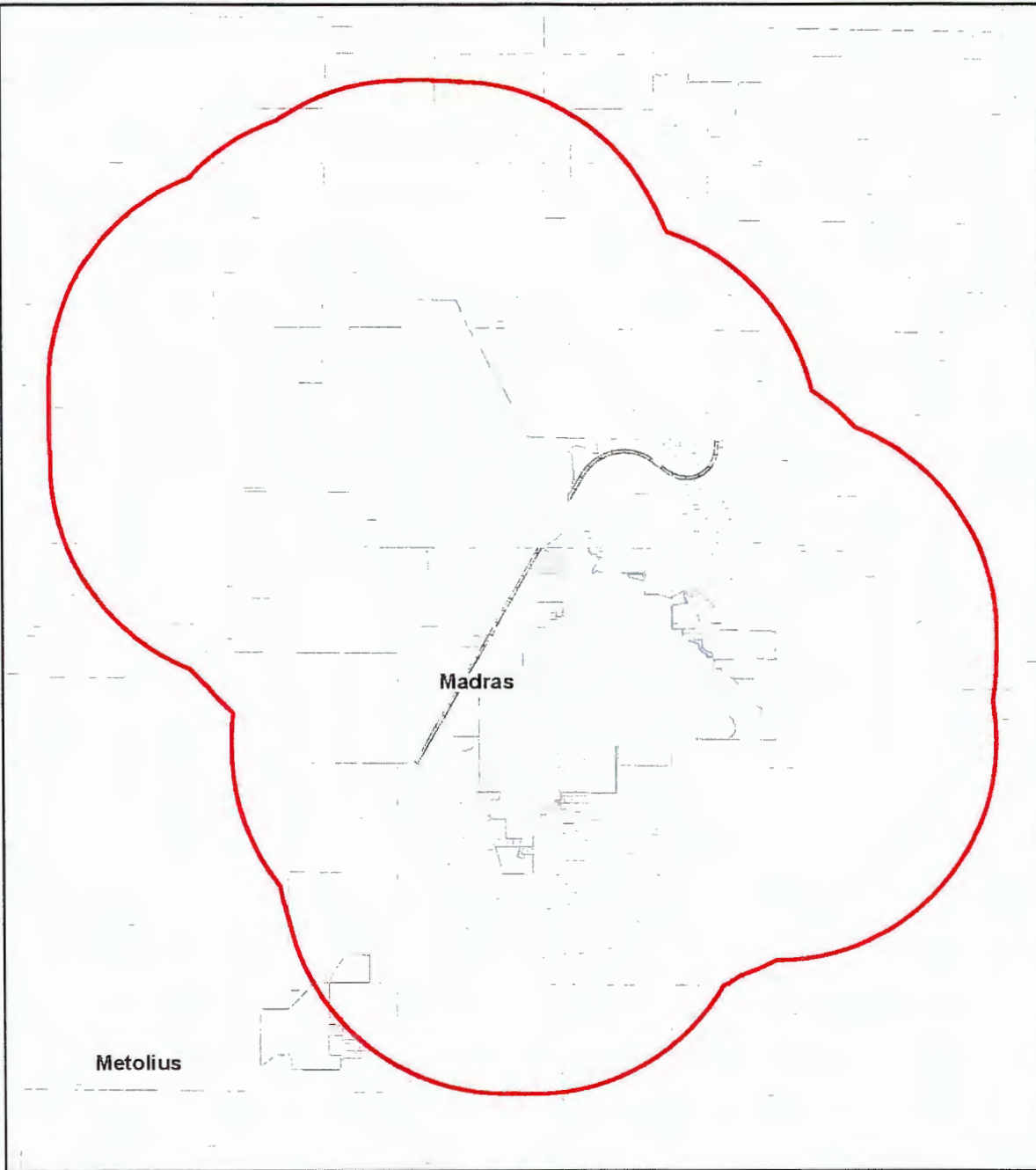
  
Jennifer Holcomb, Chair


ATTEST:


  
Lysa Vattimo, City Recorder





ATTACHMENT "A"

Attachment A



 **CITY OF MADRAS**  
The City of Madras uses GIS data in support of internal business functions and the public services it provides. GIS data may not be suitable for other purposes or uses. The requester shall verify information derived from GIS data before making any decisions or taking any actions based on the information. The City of Madras shall not be liable for errors in the GIS data. This includes errors of omission, commission, errors concerning the content of the data, and relative and relational accuracy of the data. The City of Madras assumes no legal responsibility for this information.

  
**NORTH**  
1 inch = 6,669 feet  
N.Snead, City of Madras, 1-8-20

-  City Limits 2 mile buffer
-  Madras City Limits
-  Metolius City Limits
-  Taxdots