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**Index of Revisions to the Bylaws by Adopted 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  
Resolution 2014-01 City Council Board Member Term – 1-8-2014  
Resolution 2017-03 – Multiple Revisions to the Bylaws – 9-13-2017

**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. At-large members must live within the boundary of Tillamook School District #9.
- 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 as appointed by the Mayor; the five (5) at-large positions shall serve as follows:
  - a) 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).

- b) Any Agency member may be removed by a majority vote of all members of the Agency.
- c) 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 held at the December meeting. If for some reason the position cannot be filled prior to December 31, 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:

- a) Vacant councilor member positions shall be referred to the City of Tillamook for proper action;
- b) At-large member positions shall be filled by the Agency.

Any vacant board position of the agency will be noticed for a minimum one-week period. Notices will be sent to local media sources.

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

- a) Nominations for vacant positions will open with no second required. When nominations are exhausted, discussion will follow.
- b) Voting by existing board members will be done all at once by written ballot.
- c) Votes equaling the number of vacancies will be placed on a ballot and signed by each remaining agency member.
- d) Votes will be read aloud as to voting members name and their selection(s) and tallied.
- e) 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 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, from time to time, are required by the Agency or by the bylaws or rules and regulations of the Agency.
- 3e. **Election:** The Vice Chair in office shall succeed to Chair at the first regularly scheduled meeting of the Board in January of each year, or as early as possible thereafter. Upon succession of the Vice Chair to Chair, a Vice Chair shall then be elected. The Chair and Vice Chair shall hold office for one year or until the qualified Vice Chair succeeds to Chair and a successor to the Vice Chair is elected and qualified.
- 3f. **Vacancies of the Chair or Vice-Chair:** Should the office of Chair become vacant, the Vice Chair shall succeed to the office of the Chair at the next regular meeting of the Board. The Board shall elect a Vice Chair from its members at said meeting. The Chair and Vice Chair will serve the unexpired term of each office. Succession will proceed as stated in 3e.
- 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, 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 consent or 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. Special meetings may also be held at any time by the majority 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. When a quorum of Board members is present and voting, a majority of the quorum 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:
- a) Open Meeting and Roll Call
  - b) Additional Items Added to the Agenda
  - c) Approval of Minutes from previous meetings
  - d) Public Non-Agenda Items
  - e) Discussion and/or Action items

- f) Reports (Committee and Projects)
- g) Approval of Consent Agenda (payments, financial statements)
- h) Correspondence and Information
- i) Board Concerns
- j) 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 as determined by the Chair, with the general guidance of 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.

### **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 Chair shall select the Committee Chair. Appointments to such committees need not be restricted to board members of the Agency.

- a) All committees should consist of at least three (3) members.
- b) Any committee should not be made up solely of TURA members, if possible.
- c) 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.
- d) The Chair or Committee Chair may appoint temporary or substitute committee members at their discretion, as necessary.

#### **Standing Committees shall be as follows:**

##### **A. The Proposal and Justification Committee:**

- a) The P & J Committee will meet regularly once a month, each month when applications are received.
- b) The Committee has the authority to require that additional information, that it deems necessary, be submitted before allowing the request to come before the full Board for consideration. Other obligations may be assigned by a majority of the Board for approval of funding.
- c) The Committee shall make a recommendation for consideration of assistance before the full Board.

##### **B. The Contract Committee:**

- a) Staff will prepare the necessary contracts and documents once an application for assistance has been awarded by the Board. Contracts

and agreements will be reviewed by the Committee and recommended to the full Board.

- b) The Committee members will monitor the TURA contracts for compliance with the TURA Application Guideline procedures and requirements.
- c) Monthly project reimbursement requests shall be submitted to the Committee by the final business day of each month.
- d) The Contract Committee Chair or designee will visually inspect the progress of the project segment, as reported in the reimbursement request, and report to the Committee, in order to make a recommendation to the full Board.
- e) The Committee members will make recommendations to the board 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.
- f) The TURA Chairman may appoint interim or temporary Committee members to fill absences.
- g) The Contract Committee will meet regularly prior to the regular board meeting to review new and existing contracts and to review project reimbursement requests for recommendation to the full Board.

**C. Special Committees shall be as follows:**

- a) The Chair shall form Special or Ad Hoc Committees as needed to expedite Agency business. At a regularly scheduled board meeting, the Chair will explain the request for a Special or Ad Hoc Committee. A motion to form and dissolve the committee shall be required with a majority approval of the Board.
- b) The Chair shall name the Chair of the Special Committee. The Chair or the Committee Chair shall appoint a minimum of two (2) other committee members, with a maximum of three (3) board members allowed.
- c) Special Committee members may be board members or at-large committee members.

**D. Special Board Assignments shall be as follows:**

- a) The Chair shall have the authority to assign special tasks to individual board members whenever necessary. Special assignments reports will be made to the full Agency board.

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.

## **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.
- 6d. **Fiscal Policies and Procedure:** The Agency adopted Fiscal Policies and Procedures at their September 13, 2017 meeting. These policies and procedure shall be incorporated into these bylaws as Exhibit A and may be updated by resolution as adopted by a majority vote of the Agency members as needed, at a regular or special meeting.

## **Section 7. ARTICLE VII - AMENDMENTS**

- 7a. **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.