

BYLAWS OF
THE URBAN RENEWAL AGENCY
OF THE CITY OF LEWISTON, IDAHO

ARTICLE 1
PUBLIC CORPORATION

The Urban Renewal Agency of the City of Lewiston, Idaho (Agency), is an independent public body, corporate and politic created pursuant to Title 50 Chapter 20 Idaho Code (the Act) and Resolution 99-75 of the City of Lewiston passed on October 18, 1999. These Bylaws are subject to any limitation contained herein.

ARTICLE 2
NON LIABILITY OF COMMISSIONERS

The private property of the commissioners shall be exempt from execution or other liability from any debts of the Agency and no commissioners shall be liable or responsible for any debts or liabilities of the Agency.

ARTICLE 3
COMMISSIONERS

Section A. General Powers. The business and affairs of the Agency shall be managed by the board of commissioners which shall exercise all of the powers of the Agency.

Section B. Compensation. Commissioners shall serve without compensation but commissioners shall be entitled to out-of-pocket costs and compensation for their services for projects carried out by the agency.

Section C. Membership. The Agency membership shall consist of representation as follows:

1. An elected official from the Lewiston City Council;
2. An elected official from the Nez Perce County Commission;
3. An elected official from the Port of Lewiston;
4. An official from Valley Vision;
5. Lewiston Administrative Services Director;
6. Two at large members from the community.

With the exception of the Administrative Service director, who shall be a member of the commission by virtue of his/her title, and the at large members of the commission who shall be appointed by the Lewiston City Council, the remaining members shall be nominated by their respective bodies and appointed by the Lewiston City Council.

An elected official may designate an alternate who may participate as a voting member if qualified as an elected official identified in ¶ C 1, 2 & 3 above and so identified by the elected body as an appointed alternate.

Section D. Term of Office. Members of respective governing bodies shall hold office only during their respective terms of office. The representative of Valley Vision and the at large members shall serve terms of four years and may be reappointed.

ARTICLE 4 MEETINGS OF THE COMMISSIONERS

Section A. Regular Meetings. Regular meetings of the commissioners shall be scheduled on a monthly basis with notice as required by state law at the Lewiston City Hall, 1134 'F' Street, Lewiston, Idaho, for the purpose of transacting such business as may come before the board at such meetings.

Section B. Special Meetings. A special meeting of the board of commissioners may be called at any time by the Chairperson or by any two commissioners by giving written notice to the Secretary specifying the time, date, place and purpose of such meeting. Upon receipt of such notice the Secretary shall cause written notice of such time, date, place and purpose of such meeting to be given to each commissioner of the Agency as hereafter provided in this Article 4.

Section C. Notice of Special Meetings. Notice of special meetings of the Agency shall be as required by the Idaho Open Meeting Law, Idaho Code 74-201 et seq.

Section D. Waiver of Notice. Any commissioner may waive, in writing, any notice of a meeting required to be given by these Bylaws. The attendance of a commissioner at any meeting shall constitute waiver of notice of such meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

Section E. Resolutions. Resolutions adopted by the Agency in connection with the exercise of any of its powers hereunder, or under the Act, shall be signed by the Chairperson or Vice-Chairperson and attested by the Secretary or Assistant Secretary, provided that the person who attests shall not be the same person as the person who signs.

Section F. Alternate. The designated Agency elected official members may, in their absence, appoint an alternate to represent them at the Agency meetings. Said alternate must meet the eligibility requirements described in Article 3, Section C of the member being represented and will participate as a voting member.

Section G. Quorum. A quorum for the transaction of business shall consist of a majority of four (4) members of the commission.

Section H. Participation by Telephone. URA Board members may participate telephonically in Board meetings and possess the same authority as members who are physically present at the meeting, provided that all of the following conditions are met:

1. A quorum of the Board members are physically present when the Chair calls the meeting to order and remain physically present throughout the meeting;
2. The Chair or designee is physically present at the meeting;

3. Board members, attending in person and telephonically, and persons in attendance at the Board meeting can hear any and all comments made at the meeting; and,
4. The participation, motions and votes of the member(s) attending telephonically are recorded in the minutes of the meeting. Telephonic participation shall be limited to those unique and personal situations that prevent physical attendance at a meeting and will not be used as the primary method of meeting attendance.

ARTICLE 5
OFFICERS

Section A. Number and Qualifications. The officers of the Agency shall be a Chairperson, a Vice-Chairperson, and a Secretary and such other officers as may be determined by the Agency from time to time to perform such duties as may be designated by the Agency.

Section B. Election and Term of Office. The Chairperson and Vice-Chairperson shall be elected annually by the Agency at the first regular annual meeting of the Agency. Each officer shall hold office until his successor shall have been elected. Any vacancy in any office shall be filled by the Agency by election for the unexpired portion of the term. The Lewiston Administrative Services Director shall be the permanent Secretary of the Agency.

Section C. Chairperson. The Chairperson:

1. Shall be the principal executive officer of the Agency and, unless otherwise determined by the members of the Agency, shall preside at all meetings of the Agency.
2. May execute any resolutions adopted by the Agency and any documents, certificates, deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Agency.
3. Shall in general perform all duties incident to the office of the Chairperson and such other duties as may be prescribed by the Agency from time to time.

Section D. Vice-Chairperson. In the absence of the Chairperson or, in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when acting shall have all the powers of and be subject to all of the restrictions of the Chairperson. The Vice-Chairperson shall also perform such other duties as from time to time may be prescribed by the Agency.

Section E. Secretary. The Secretary:

1. Shall keep the minutes of the meetings of the Agency in one or more books kept for that purpose.
2. Shall see that all notices are duly given in accordance with these Bylaws and as required by law.
3. Shall be custodian of the corporate records and of the seal of the Agency, and may affix the seal of the Agency to resolutions, documents, certificates, deeds, mortgages, deeds of trust, notes, bonds, contracts and other instruments, the

execution of which on behalf of the Agency under its seal is duly authorized in accordance with the provisions of these Bylaws.

4. Shall keep a register of the names and post office addresses of all commissioners.
5. Shall keep general charge of the books of the Agency.
6. Shall keep on file at all times a complete copy of the Ordinance of the Municipality creating the Agency and the Bylaws of the Agency, containing all amendments thereto (all of which shall be open to the inspection of the members of the Agency at any time and to the public).
7. May attest any resolutions adopted by the Agency and any documents, certificate, deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Agency to be attested, except in cases in which the attestation thereof shall be expressly delegated by the Agency, or by the Bylaws of the Agency, to some other officer or agent of the Agency, or shall be required by law to be otherwise made.
8. Shall in general, perform all duties incident to the Secretary and such other duties as, from time to time, may be assigned to the Secretary by the Agency.

ARTICLE 6

RULES OF ORDER

Section A. Agenda. The agenda of each regular and special meeting shall be established by the Chair of the Agency in consultation with Agency staff.

Section B. Conduct of the Meeting. The Chair shall be responsible for opening the meeting, confirming the agenda, entertaining discussion on each agenda item, accepting motions and seconds to authorize any action of the Agency to be taken in the meeting and adjourning the Meeting.

Section C. Motions. The action to be taken by the Agency shall be confirmed by a vote on a motion to act or not act. The Chair is the arbiter of the course of the discussion and can determine that it is time to consider the motion before the Agency. Because of the statutory requirements of the Agency, roll call votes may be required, otherwise motions are to be voted on by voice vote.

ARTICLE 7

FINANCIAL TRANSACTIONS

Section A. Contracts. Except as otherwise provided in these Bylaws, the Agency may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Agency, and such authority may be general or confined to specific instances.

Section B. Checks, Drafts, etc. All checks, drafts or other orders for payment of monies, and all notes, bonds, or other evidences of indebtedness issued in the name of the Agency shall be signed by such officer or officers, agent or agents, employee or employees of the Agency and in such manner as shall from time to time be determined by resolution of the Agency.

Section C. Deposits. All funds of the Agency may be deposited from time to time to the credit of the Agency in such banks or other financial institutions as the Agency may select.

Section D. Fiscal Year. The fiscal year of the Agency shall begin on the first day of October of each and every year and shall end on the last day of September of the following calendar year.

ARTICLE 8
MISCELLANEOUS

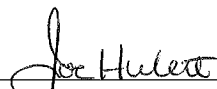
Section A. Rules and Regulations. The Agency shall have the power to make and adopt such rules and regulations not inconsistent with law, or these Bylaws, as it may deem desirable for the management of the business and affairs of the Agency.

Section B. Accounting System and Reports. The Agency shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system.

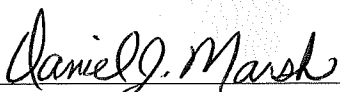
ARTICLE 9
AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the commissioners then in office, at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

The foregoing Bylaws were adopted by motion of the board of commissioners on the 14th day of March, 2006 and amended by motion of the board of commissioners on April 12, 2016.



Joe Hulett, Chair

Attest: 

Daniel J. Marsh, Secretary