

**COMMUNITY DEVELOPMENT AND RENEWAL AGENCY OF WEST POINT CITY**

**Resolution No.RO8-19-2014A**

**A RESOLUTION ADOPTING BYLAWS, APPOINTING OFFICERS, DESIGNATING A LOCATION FOR AGENCY MEETINGS, AND AUTHORIZING ELECTRONIC AGENCY MEETINGS.**

**WHEREAS**, the Community Development and Renewal Agency of West Point City has been created to transact the business and exercise all of the powers provided for by the Utah Community Development and Renewal Agencies Act, as amended (the "Act," Utah Code Annotated, Title 17C); and

**WHEREAS**, the Agency finds it necessary and desirable to adopt bylaws to be followed in the transaction of business and exercise of the powers of the Agency, and to establish the location of the Agency office, and to designate such office as the site for all Agency meetings; and

**WHEREAS**, the Agency finds it necessary and desirable to appoint Agency officers and directors to exercise the powers and to transact the business of the Agency in their official capacities as described and provided for in the Agency Bylaws.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COMMUNITY DEVELOPMENT AND RENEWAL AGENCY OF WEST POINT CITY:**

1. The bylaws attached as **Exhibit A** are adopted as the Agency Bylaws.
2. The Agency Offices are located at the City Municipal Building located at 3200 West 300 North West Point, Utah 84015
3. Any meeting of the Agency may be held electronically under UCA § 52-4-207. The principle anchor location, as defined by UCA § 52-4-207, of all electronic meetings is the Agency Offices, unless otherwise specified in the notice of each meeting.
4. This resolution takes effect upon adoption.

**ADOPTED** this 19th day of August, 2014

  
Executive Director

  
Agency Chairman

# BYLAWS

*of the*

## COMMUNITY DEVELOPMENT AND RENEWAL AGENCY OF WEST POINT CITY

*Adopted by resolution of the Board of the CDRA of West Point  
on August 19, 2014*

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## **I. The Agency**

### **A. *The Name of the Agency.***

The official, legal name of the Agency is the "COMMUNITY DEVELOPMENT AND RENEWAL AGENCY OF WEST POINT CITY" (the "Agency"). The Agency is a Community Development and Renewal Agency existing and operating under Title 17C of the Utah Code, as amended (the "Act").

### **B. *Creation of the Agency & the Agency Governing Board.***

The City Council of West Point City ("City Council") constitutes the legislative body of the community that created the Agency. Acting in that capacity, the City Council created the Agency by ordinance on August 19<sup>th</sup>, 2014

### **C. *The Agency Seal.***

The Agency Secretary has obtained, or at the direction of the Redevelopment Board may obtain, a seal which, if obtained, will state "CDRA of West Point City," and will be maintained by the Agency Secretary. The Agency seal, if obtained, must be affixed to all resolutions passed by the Agency.

### **D. *The Agency Offices.***

The principal offices of the Agency are the West Point City Offices—currently 3200 West 300 North West Point, Utah 84015 —unless the Board by resolution designates another location within the Agency's boundaries as the principal offices of the Agency. The Board may also, from time to time, designate other offices or locations for the carrying out of Agency business or for the holding of Agency meetings.

## **II. Agency Officers**

### **A. *Officers.***

The officers of the Agency are the Chair, the Vice-Chair, the Secretary, the Treasurer, and the Executive Director. The Mayor of the City shall be the Chair of the Board, and the Vice-Chair shall be a member of the governing board of the Agency. The City Recorder is the Agency Secretary; the City Treasurer is the Agency Treasurer; and the Executive Director shall be appointed by the Chair, with the advice and consent of the Board of Directors; and shall serve at the pleasure of the Board of Directors. Each of the Officers may appoint a delegate to act in his or her place in the event such Officer shall be absent from duties for a prolonged period of time. Any change in the person filling the corresponding City position shall automatically constitute a similar change in the corresponding position of the Agency.

### **B. *The Chair.***

The Agency Chair presides at all Agency meetings.

### **C. *The Vice-Chair.***

The Vice-Chair shall serve as the acting Chair in the absence or incapacity of the Chair.

### **D. *The Secretary.***

The Secretary of the Agency acts as recorder of the meetings of the Agency and records all votes according to the requirements of the Utah Open and Public Meetings Act, Title 52, Chapter 4 of the Utah Code. The Secretary must (1) keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, (2) keep the official documents and records of the Agency, and (3) perform all duties incident to the office. The Secretary must keep in safe custody the Agency seal and records. There may also be an assistant Secretary appointed by the Executive Director, in the Executive Director's discretion, to serve as directed by the Agency, and in the absence of the Secretary.

### **E. *The Treasurer.***

The Treasurer of the Agency has the care and custody of all Agency funds and, unless directed by a conflicting resolution, policy or procedure adopted at any time by the Board, shall generally follow the same accounting practices, cash management, financial controls and protocols to properly protect the Agency funds as currently adopted and followed by the City or as they or may be changed by the City from time to time, except as otherwise provided by the Agency Policies and Procedures. All receipts, invoices, checks and other documents of a financial nature relating to the Agency shall be delivered to the Treasurer.

### **F. *The Executive Director.***

The Executive Director shall, under the direction of the Chair, direct the affairs of the Agency. The Executive Director shall have general supervisory authority over the administrative and business affairs of the Agency. Except as otherwise specifically provided by resolution of the Board, the

Executive Director shall countersign all contracts ,deeds ,resolutions ,orders, checks ,and other instruments, including instruments of indebtedness, made by the Agency, after such documents have been properly prepared. The Executive Director shall implement the resolutions and other directives properly adopted or given by the Board. The powers of the Executive Director shall include, but not be limited to scheduling meetings of the Agency, preparing agendas, budgets and other documents for the Agency, retaining and supervising staff, consultants and legal counsel of the Agency, and managing the day-to-day activities of the Agency. The Executive Director serves under and reports to the Chair. The Executive Director may have additional duties as assigned by the Chair and Board of Directors. The compensation of the Executive Director, if any, shall be determined by the Chair, subject to approval of the Board of Directors.

**G. *Additional Duties.***

The Agency officers must perform any additional duties and functions as may from time to time be required by Board resolution.

### **III. Agency Employees and Independent Contractors**

#### **A. *Agency Employees.***

The Executive Director may, by appointment from time to time, employ personnel, permanent and temporary, as the Executive Director deems necessary to exercise its powers, duties, and functions and determine personnel qualifications, duties and compensation.

#### **B. *Independent Contractors.***

The Executive Director may enter into contracts with independent contractors for technical expertise and any other agents and persons, permanent and temporary, to exercise its powers, duties, and functions, and determine their qualifications, duties, and compensation. For legal service required by the Agency, the Agency may employ or retain under contract its own legal counsel.

## **IV. Board**

### **A. *Governance.***

The Board shall govern the Agency and shall exercise all powers not otherwise enumerated to the Agency officers, including but not necessarily limited to the following:

1. Adopt resolutions as the Board deems appropriate and as the Agency Policies and Procedures may require;
2. Approve the Agency's annual budget, including any amendments;
3. Adopt and amend the Agency Bylaws; and
4. Perform all other actions that may be required by law.

## **V. Powers of the Agency**

### **A. *General Powers of the Agency.***

The Agency is authorized to enter into contracts generally and has the power to transact the business and exercise all the powers provided for in the Act. The Agency may accept financial or other assistance from any public or private source for the Agency's activities, powers, and duties, and expend any funds received for any of the purposes found in the Act. The Agency may borrow money or accept financial or other assistance from the state or the federal government for any project undertaken in accordance with the Act and may comply with any conditions of a loan or grant. Notwithstanding anything else contained in the Bylaws or in the Agency Policies and Procedures, the Board must first approve all loans and financial obligations of the Agency before the Agency can become obligated thereunder.

### **B. *The Fiscal Year.***

The fiscal year of the Agency ends on June 30 of each year.

### **C. *The Boundaries and Territorial Jurisdiction of the Agency.***

The boundaries and territorial jurisdiction of the Agency are coextensive with the incorporated area of the City, as such City boundaries may be amended from time to time. However, notwithstanding anything else to the contrary, the Agency may exercise extraterritorial jurisdiction pursuant to Section 17C-1-204 of the Act.

### **D. *Governmental and Public Functions of the Agency.***

The Agency exercises and performs governmental and public functions, including any and all of the functions authorized, expressly or impliedly, by the Act.

### **E. *Litigation.***

The Agency may sue and be sued. The Board shall have full discretion and authority with respect to all decisions to engage in or settle litigation.

### **F. *Miscellaneous Provisions.***

The Agency may:

1. Utilize City offices, personnel, and facilities, in the manner authorized by the City, so long as the Agency agrees to reimburse the City for each use;
2. Obtain, hire, purchase, or rent office space, equipment, supplies, insurance, or services; and
3. Authorize and pay the travel expense of the Agency officers, agents, legal counsel, employees, consultants, and contractors on Agency business.

**G. Agency Separation.**

The Agency is a separate body corporate and politic and political subdivision of the State of Utah, and is not a department of the City. Except as expressly set forth to the contrary by resolution of the Board, the Agency shall follow its own internal Policies and Procedures. To that end, the Board will, from time to time as the Board deems appropriate, adopt internal Policies and Procedures to govern the operation of the Agency and its officers, agents, legal counsel, employees, consultants, and contractors.

**H. Agency Responsibilities.**

The Agency may:

1. From time to time prepare and carry out plans for urban renewal in accordance with the Act, including specifically the improvement, rehabilitation, and redevelopment of blighted areas, in accordance with the Act;
2. From time to time prepare and carry out plans for economic development and community development in accordance with the Act;
3. Disseminate information regarding community development, economic development and urban renewal activities and projects proposed and undertaken by the Agency in accordance with the Act; and
4. In the Board's discretion, undertake all other actions authorized by Federal law, State law, including the Act, and by local ordinance.

**I. Appropriations.**

The Agency may accept from the City Council such appropriated money as the City Council deems necessary for administrative expenses, overhead, and any other normal expenses of the Agency in accordance with Section 17C-1-207 of the Act. The money appropriated may be accepted by the Agency as a grant or as a loan to defray expenses and overhead. Loans are to be repaid upon the terms and conditions as the City Council may provide by resolution at the time of making the loan, including interest on the indebtedness, as determined by the City Council. In addition to the common understanding and usual interpretation of terms, "administrative expenses" includes, but is not limited to, expenses of planning community development, economic development, and urban renewal activities and projects and the dissemination of information related thereto, and any other administrative expenses authorized by the Act. Unless otherwise explicitly declared in the applicable documents, all appropriations from the City to the Agency will be grants and not loans.

Similarly, the Agency may appropriate money in favor of the City as the Agency Board deems appropriate. The money appropriated may be offered as either a grant or a loan. In the absence of clear evidence to the contrary, all appropriations in favor of the City shall be considered loans and not grants. Loans are to be repaid upon the terms and conditions as the Agency Board may provide by resolution at the time of making the loan, including interest on the indebtedness, as determined by the Agency Board.

## **VI. Board Meetings**

### **A. *Regular Meetings.***

Regular Board meetings that are scheduled in advance over the course of a year will be held on the same day as regular City Council meetings in the Council Chambers. Regular Board meetings may be held prior to, following, or during a recess of a Council meeting. Agency meetings will be noticed on a separate Agency agenda or a joint agenda with the City Council.

Public notice of the regular Board meetings, specifying the date, time, and place of the meetings, must be given once each year pursuant to a resolution of the Agency adopted in the same meeting in which the Agency's annual budget is adopted, or at any other time as the Agency's Governing Board deems appropriate. Public notice must be given by posting the date, time and place of the meetings at the principal office of the Agency and on the Utah Public Notice Website and by providing notice of such information in accordance with the policy adopted for any public meeting held in the City.

### **B. *Special Meetings.***

When the Chair (or the Vice-Chair in the absence or incapacity of the Chair), the Executive Director, or a majority of the Board deems it expedient, he, she or they may call a special meeting of the Board for the purpose of transacting any business designated in the call. At least 24 hours before each special meeting, the call for the meeting must be delivered personally or electronically to each member of the Board or left at his or her usual place of abode.

### **C. *Public Notice of Individual Meetings.***

At least 24 hours before each regular or special meeting of the Board, notice of the agenda, date, time, and place of each meeting must be provided by posting notice at the principal office of the Agency and advertising the meeting in accordance with the policy adopted for any public meeting held in the City.

### **D. *Quorum.***

The Board Quorum and voting requirements are identical to the Quorum and voting requirements of the City Council.

### **E. *Resolutions.***

All resolutions must be in writing and designated by number, reference to which must be inscribed in the minutes and an approved copy filed in the official book of Agency Resolutions. Except as otherwise expressly set forth in these Bylaws or in the Policies and Procedures, meetings of the Board will proceed according to the rules of procedure adopted by the City Council.

### **F. *Manner of Voting.***

Voting on formal resolutions and such other matters as may be requested by a majority of the Board members must be by roll call, and the ayes and nays, as well as the names of members abstaining, must be entered upon the minutes of such meeting.

## **VII. Adoption and approval of the Bylaws and Amendments**

### **A. *Approval by the Agency.***

These Bylaws are effective immediately upon approval by Board resolution.

### **B. *Posting of the Bylaws.***

Within 30 days after these Bylaws, or any subsequent amendments to these Bylaws, become effective, the Agency Secretary will cause a copy of the adopted Bylaws/Amendment(s) to be posted on the Agency or City website and to otherwise be made available for public inspection and review. The Agency Secretary's failure to follow this paragraph, however, will in no way affect the effectiveness, validity, or enforceability of the Bylaws/Amendment(s).

### **C. *Amendments to the Bylaws.***

These Bylaws may be amended only with the approval of the Board at a regular or a special meeting, but no amendment may be adopted unless at least seven days' written notice of the proposed amendment has been previously given to all members of the Board. That notice must identify the section or sections of the Bylaws proposed to be amended. Amendments of these Bylaws are not effective until they have been approved by a resolution of the Board.

[SIGNATURE PAGE TO BYLAWS]

**ADOPTED** as of the 19th day of August, 2014, by resolution of the Board.

*Chair* 

Attest:

*Musty Rogers*  
*Agency Secretary*

**ACCEPTED AND COUNTERSIGNED** as of the 19th day of August, 2014

*Kyle W. Jones*  
*Executive Director*