

BYLAWS of the SANDPOINT URBAN RENEWAL AGENCY

ARTICLE I

Name

The Urban Renewal Agency for the City of Sandpoint as created pursuant to the provisions of the Idaho Urban Renewal Law of 1965 (Chapter 20, Title 50, Idaho Code) shall be known as the "Sandpoint Urban Renewal Agency" (hereinafter "Corporation").

ARTICLE II

Principal Office

The principal office of the corporation in the state of Idaho shall be located within the city of Sandpoint.

ARTICLE III

Board of Commissioners

Section 1

The property, business, powers, and affairs of the Corporation shall be managed and controlled by the Board of Commissioners thereof (hereafter referred to as "Board"). The Board of Commissioners is vested with all powers as provided by the Idaho Urban Renewal Law of 1965 (Chapter 20, Title 50, Idaho Code) and the Local Economic Development Act (Chapter 29, Title 50, Idaho Code) as the same now exists or as may be amended hereafter.

Section 2

The Board of Commissioners shall consist of a number of members determined in accordance with the provision of Section 50-2006, Idaho Code, as the same now exists or as may be amended hereafter and as appointed by the Mayor of the City of Sandpoint with the advice and consent of the Sandpoint City Council.

Section 3

Commissioners shall receive no compensation for their services but shall be entitled to the necessary expenses, including travel expenses, incurred in the discharge of their duties.

Section 4

Each Commissioner shall hold office until his or her successor has been appointed and qualified in accordance with Idaho Code. A certificate of the appointment or reappointment of a Commissioner shall be filed with the City Clerk of the City of Sandpoint, Idaho, and such certificate shall be conclusive evidence of the due and proper appointment of such Commissioner.

Section 5

The qualifications and eligibility of persons to serve on the Board of Commissioners shall be as defined and described in Section 50-2006, Idaho Code, as the same now exists or as may be amended hereafter.

Section 6

The Board of Commissioners shall hold regular and continued meetings at the City of Sandpoint Council Chambers located at 1123 Lake Street, Sandpoint, Idaho on the first Tuesday of each month at the hour of 7:30 a.m.. Regular and special meetings shall be held at the above location unless legally noticed for a different location provided in accordance with Section 67-2343, Idaho Code, as the same now exists or as may be amended hereafter.

Section 7

The Chairperson or a majority of the Board of Commissioners has/have the power to call special meetings of the Board, the object of which shall be submitted to the Board as is appropriate to the circumstances or as otherwise provided by law; the call and object, as well as the disposition thereof, shall be entered upon the minutes. The person or persons authorized to call special meetings of the Board of Commissioners may fix any place as the place for holding any special meeting of the Board of Commissioners called by them. The notice provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage. Any special meetings shall be noticed according to and held in compliance with Section 67-2343, Idaho Code, as the same now exists or as may be amended hereafter.

Section 8

A majority of the members of the Board of Commissioners shall constitute a quorum for the purpose of conducting business and exercising the powers of the Corporation and for all other purposes. Official action may be taken by the Board upon a vote of a majority of the members thereof present at a duly convened regular or special meeting at which a quorum is present. A Commissioner who declares a conflict shall be counted when determining whether a quorum exists. Actions of the Board to elect officers, to adopt or amend the annual budget, to adopt or amend an urban renewal plan, or to hire or remove the Executive Director, require a majority vote of the entire Board.

Section 9

To the extent allowed by law and with the approval of the City of Sandpoint, the Board may utilize City of Sandpoint staff to assist in its duties and activities pursuant to the Idaho Urban Renewal Law and Local Economic Development Act. Where funding exists, the Board by majority vote, may employ an Executive Director, technical experts, legal counsel, a secretary, a treasurer, and such other agents and employees, permanent and temporary, as the Board may require and determine their qualifications, duties, and compensation.

Section 10

The Board shall file with the City Clerk, City of Sandpoint, Idaho, on or before March 31st of each year, a report of its activities for the preceding calendar year which report shall include a complete financial statement setting forth the Corporation's assets, liabilities, income, and operating expenses as of the end of such calendar or fiscal year. At the time of filing said report the Board shall cause to be published in a newspaper of general circulation in the community, a notice to the effect that such report is available for inspection during the regular business hours in the office of the City Clerk.

Section 11

For inefficiency or neglect of duty or misconduct in office, a Commissioner may be removed in accordance with Idaho Code, only after a hearing and only after he or she shall be given a copy of the charges at least ten (10) days prior to such hearing and shall have had an opportunity to be heard in person or by counsel.

ARTICLE IV Officers

Section 1

The officers of the Corporation shall be a Chairperson and Vice-Chairperson, and such other officers as the Board may deem necessary. The Corporation with consent of the city of Sandpoint, is authorized to utilize city of Sandpoint staff to provide secretarial or treasurer services for the Corporation until such time as the Corporation may decide by majority vote and with available funds to employ such services. The officers of the Agency shall be a Chairperson and a Vice-Chairperson and such other officers as the Board of Commissioners may deem necessary..

Section 2

The Board of Commissioners shall elect the Chairperson, Vice-Chairperson, and such other officers as are deemed necessary for a term of one (1) year and until his or her successor is duly elected and qualified. Such elections shall occur at the regular meeting held in July. Officers elected at that meeting shall hold office until the regular meeting the following July.

Section 3

The Chairperson shall be the chief presiding officer of the Corporation. The Chairperson shall execute all deeds, bonds, contracts having a financial impact of \$5,000 or more, and all other legal documents authorized by the Board with a financial impact of \$5,000 or more.

The Chairperson shall have the power to vote on any matter presented to the Board for their consideration. The Chairperson shall also have such other powers and duties as may be assigned to him or her by the Board.

Section 4

The Vice-Chairperson shall be possessed of all the powers and shall perform all the duties of the Chairperson in the absence or disability of the Chairperson. The Vice-Chairperson shall have the power to vote on any matter presented to the Board for their consideration. The Vice-Chairperson shall also have such other powers and duties as may be assigned to him or her by the Board.

Section 5

The officers of the Board of Commissioners shall not receive any salaries for their services.

Section 6

If any of the foregoing offices shall, for any reason, become vacant, the Board shall elect a successor in accordance with Idaho Code, who shall hold office for the unexpired term and until a successor is elected and qualified.

ARTICLE V **Miscellaneous**

Section 1

The Board may appoint one or more committees to investigate and study matters of Corporation business and thereafter to report on and make recommendations concerning said matters assigned to the Board. When possible, each of the said committees shall be chaired by a member of the Board, but said committees may be comprised of persons other than members of the Board. No such committee shall have the power to make final Corporation decisions, that power being vested solely in the Commissioners. The terms of office, the persons serving, the matter to be studied, and all procedural decisions shall be made and decided by the Board. Minutes of all SURA appointed committee meetings shall be maintained and presented to the board for acknowledgement regularly.

Section 2

The Board of Commissioners may find it in the best interests of the Corporation to establish an Executive Committee consisting of the Board Chairperson, Vice Chairperson, and a non-officer Board member to investigate and study certain matters of the Corporation without the necessity of convening a meeting of the full Board of Commissioners. The Executive Committee, if formed, shall report its activities to the full Board at one of the monthly Board meetings. Specific matters to be studied and any procedural protocol of the Executive Committee shall be defined by the Board of Commissioners and may be revised from time to time as appropriate by the full Commission.

Section 3

The Code of Ethics in Idaho Code 50-2017, as currently amended, shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

Section 4

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern regular and special meetings of the Board of Commissioners in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Commissioners may adopt.

ARTICLE VI
Amendments

These bylaws may be repealed, amended, or new bylaws adopted at any regular or special meeting for such purpose of the Board by a majority vote of all members of said Board.

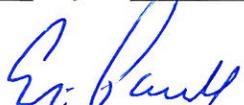
ARTICLE VII
Fiscal Year

The fiscal year of the Agency shall begin on October 1 and end on September 30 of the succeeding calendar year.

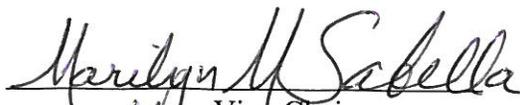
ARTICLE VIII

The Commission shall be bound by all applicable laws and when a law of the State of Idaho conflicts with a bylaw, the law of the State of Idaho shall apply, it being the intent of the Commission that these bylaws be interpreted liberally for the purpose of fulfilling the goals of the Idaho Urban Renewal Law and Local Economic Development Act, Urban Renewal Plan (s), and Urban Renewal Project (s) as the same are adopted and subsequently amended.

We, the undersigned, being all of the members of the Board of the SURA, do hereby certify that the foregoing bylaws were duly amended and adopted as the Bylaws of Said Corporation on the 6 day of NOVEMBER, 2012.



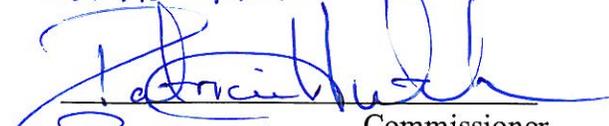
ERIC PAULL, Chairman



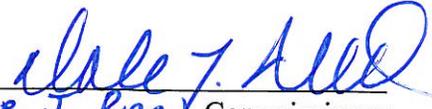
Marilyn M. Sabella
Vice-Chairman


JONATHAN H. GRIMM, Commissioner


CURTIS F. HAGAN, Commissioner


Patricia Hutchens, Commissioner


STEPHEN M. LOCKWOOD, Commissioner


Dale J. Reed, Commissioner
