

## **THIRD AMENDED BY-LAWS OF THE CLARKSBURG URBAN RENEWAL AUTHORITY**

### **ARTICLE I – THE AUTHORITY**

SECTION 1. Name of the Authority. The name of the Authority shall be the Clarksburg Urban Renewal Authority.

SECTION 2. Commissioners of Authority. The Authority shall consist of five Commissioners who shall be appointed by the City Manager of the City of Clarksburg with the advice and consent of the City Council of the City of Clarksburg and who shall reside within the City of Clarksburg and be otherwise eligible under general law to serve as Commissioners.

SECTION 3. Seal of Authority. The seal of the Authority shall be the seal of the City of Clarksburg, West Virginia, and shall bear the name of the Authority.

SECTION 4. Office of Authority. The office of the Authority shall be in the City of Clarksburg, West Virginia, at a suitable location as designated by the Authority.

### **ARTICLE II – OFFICERS**

SECTION 1. Officers. The officers of the Authority shall be a Chairperson, Vice Chairperson, Secretary and Treasurer. The officers of the Authority shall serve without compensation, except that they may be reimbursed for expenses incurred in connection with the performance of their duties as officers.

SECTION 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. At each meeting the Chairperson shall submit such recommendations and information as he or she may consider proper concerning the business, affairs and policies of the Authority. The Chairperson shall be a Commissioner.

SECTION 3. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence, incapacity or death of the Chairperson, until such time as the Authority shall elect a new Chairperson. The Vice Chairperson shall be a Commissioner.

SECTION 4. Secretary. The Secretary shall keep the records of the Authority. Shall act as secretary at the meetings of the Authority and record all votes, shall keep a record of the proceedings of the Authority in a Journal of Proceedings to be kept for such purpose, and shall perform all duties incident to this office. The Secretary shall keep in safe custody the seal of the Authority and shall have the power to affix such seal to all contracts and other documents authorized to be executed by the Authority. The Secretary need not be a Commissioner.

SECTION 5. Treasurer. The Treasurer shall have the care and custody for all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may select. The Treasurer need not be a Commissioner.

The Finance Director of the City of Clarksburg shall keep account of the Authority's receipts and expenditures, and shall render to the Treasurer and the Authority such periodic financial statements as the Authority may direct.

SECTION 6. Director. The Authority may, in its discretion, appoint a Director who shall be the chief administrative officer of the Authority. The Director may be the City Planner or the Director of Economic Development of the City of Clarksburg. The Director shall have general supervision of all the Authority's activities and shall direct the activities in accordance with the policies and procedures established by the Authority. The Director may execute agreements for and on behalf of the Authority when authorized to do so by the Authority.

SECTION 7. Additional Personnel. The Authority may, from time to time, employ such personnel as it deems necessary to exercise its powers, duties, and functions as prescribed by Chapter 16, Article 18 of the Code of West Virginia, as amended, and all other laws of the State of West Virginia applicable thereto.

SECTION 8. Election. The Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected at the annual meeting of the Authority and shall hold office for one year or until their successors are elected and qualified.

SECTION 9. Vacancies. Should the office of Chairperson, Vice Chairperson, Secretary or Treasurer become vacant, the Authority shall elect a successor for the unexpired term at the next regular meeting after the vacancy occurs.

#### ARTICLE III – MEETINGS

SECTION 1. Annual Meeting. The annual meeting of the Authority shall be held on the second Thursday in January of each year at 4:45p.m. at the Clarksburg Municipal Building's Council Chambers, the regular meeting place of the Authority.

SECTION 2. Regular Meetings. Regular meetings of the Authority shall be held on the second Thursday of each month at 8:15 A.m. at the Clarksburg Municipal Building's Council Chambers..

SECTION 3. Special Meetings. The Chairperson of the Authority may, when he or she deems it expedient, and shall, upon the written request of two or more Commissioners, call a special meeting of the Authority for the purpose of transacting any business designated in the call. The call for the special meeting may be delivered to each Commissioner or may be mailed to the business or home address of each Commissioner at least two days prior to the date of such special meeting. At such special meeting, no business shall be considered other than that designated in the call.

SECTION 4. Quorum. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Three Commissioners shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn a meeting of the Authority from time to time until a quorum is obtained. When a quorum is present, action may be taken by the Authority upon a vote of a majority of the Commissioners present unless in any case the y-laws of the Authority shall require a larger number.

SECTION 5. Attendance at Regular Meetings. To carry on the duties of the Authority efficiently, the Commissioners shall make every effort to attend all the regular meetings of the Authority and in reference thereto, each Commissioner recognizes the powers vested in the City Manager and City Council of the City of Clarksburg by Chapter 16, article 18, Section 4(h) of the Code of West Virginia, as amended.

SECTION 6. Order of Business. At regular meetings of the Authority, the following shall be the order of business:

1. Roll call.
2. Reading and approval of the minutes of the previous meeting.
3. Public Comment
4. Report of the Director.
5. Report of the Treasurer.
6. Unfinished business.
7. New business.
8. Announcements
9. Adjournment.

All resolutions shall be copied in the Journal of Proceedings of the Authority. Resolutions may be presented by any officer or Commissioner, and the privilege of the floor shall be extended to all Commissioners and officers.

SECTION 7. Manner of Voting. Voting on all questions coming before the Authority shall be by roll call and the yeas and nays shall be entered into the minutes of such meeting, except in the case of elections when the vote may be by ballot. Only Commissioners may vote.

SECTION 8. Electronic Participation. Commissioners may participate in a meeting of the Authority by electronic or telephonic means with prior notice and approval at the discretion of the Chair. Efforts should be made to meet in person when available.

SECTION 9. Proxy Voting. Proxy voting is not permitted or the use of a proxy for the purposes of establishing a quorum is not permitted.

#### ARTICLE IV – AMENDMENTS

Amendments to By-Laws. The By-Laws of the Authority may be amended at any meeting of the Authority by the affirmative vote of three Commissioners.

Adopted by the Authority at its regular meeting on October 12, 2023