

RESOLUTION NO. 2

**A RESOLUTION ADOPTING BY-LAWS OF THE GRESHAM
REDEVELOPMENT COMMISSION OF GRESHAM, OREGON.**

THE GRESHAM REDEVELOPMENT COMMISSION FINDS:

- A. The Rockwood-West Gresham Urban Renewal Plan ("Plan") was approved and adopted by the City of Gresham per City of Gresham Ordinance No. 1573, dated August 5, 2003.
- B. On November 4, 2003 the electors of the City of Gresham approved the Plan.
- C. Gresham Revised Code ("GRC") Article 2.24 establishes the Gresham Redevelopment Commission ("GRDC") and GRC section 2.24.010 (4) authorizes the GRDC to adopt bylaws to govern its procedures.

THE GRESHAM REDEVELOPMENT COMMISSION RESOLVES:

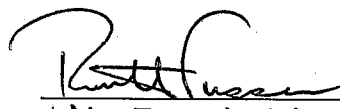
That it adopts the "By-Laws Of the Gresham Redevelopment Commission of Gresham, Oregon" which are attached to this resolution as "Exhibit A."

Yes: Becker, McIntire, Hanna, Bemis, Shields, Haverkamp

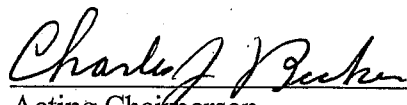
No: None

Absent: Horner

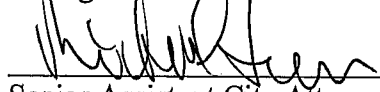
Passed by the Gresham Redevelopment Commission and effective on 02/26/2004



Acting Executive Director



Acting Chairperson



Senior Assistant City Attorney
Acting Counsel for Gresham Redevelopment Commission

“GRDC RESOLUTION NO. 2, EXHIBIT A”

BY – LAWS

Of the

GRESHAM REDEVELOPMENT COMMISSION
OF GRESHAM, OREGON

ARTICLE I

THE COMMISSION

Section 1. Composition of the Commission: The Gresham Redevelopment Commission, in accordance with Gresham Revised Code, Section 2.24.010, is composed of the Gresham City Council.

Section 2. Powers and Authority of the Commission: Powers and authority as provided under state law, city charter and city ordinance for urban renewal agencies and the Gresham Redevelopment Commission shall be vested in the Commission.

ARTICLE II

OFFICERS

Section 1. Officers: The Officers of the Commission shall be a Chair, Vice-Chair and Acting Chair.

Section 2. Chair: The Mayor of the City of Gresham shall be the Chair of Gresham Redevelopment Commission. The Chair shall preside at all meetings of the Commission. Except as otherwise authorized by resolution of the Commissioners, the Chair shall sign all contracts, deeds and other instruments made by the Commission. 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 Commission.

Section 3. Vice-Chair: The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair; and in case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair until such time as the Commission shall select a new Chair.

Section 4. Acting Chair: The Acting Chair shall perform the duties of the Chair in the absence or incapacity of both the Chair and the Vice-Chair, and shall perform the duties of the Vice-Chair when the latter acts as Chair.

Section 5. Additional Duties: The Officers of the Commission shall perform such other duties and functions as may from time to time be required by the Commission or by the by-laws or rules and regulations of the Commission.

Section 6. Election or Appointment: The Vice-Chair and Acting Chair shall be elected annually by the Commissioners from among their members at the first regular meeting of the Commission in January of each year, and shall hold office for one year or until their successors are elected and qualified. Provided, that the officers initially elected shall hold office until the first regular meeting of the Commission in January, 2005, or until their successors are elected and qualified.

Section 7. Vacancies: Should the offices of the Vice-Chair or Acting Chair become vacant, the Commission shall elect a successor from its membership at the next regular meeting and such election shall be for the unexpired term of such office.

Section 8. Personnel and Agreements: The Commission may create such 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 Commission. Such appointments shall continue at the pleasure of the Commission or until resignation. The Commission may contract with the City of Gresham for the services of City personnel and to perform Commission duties and obligations at such terms and conditions as the Commission and the City may agree.

ARTICLE III

MEETINGS

Section 1. Regular Meetings: Regular meetings shall be held with official notice at such time and place as may from time to time be determined by resolution of the Commission. In the event a day of regular meeting shall be a legal holiday, said meeting shall be held on the next succeeding day. All meetings shall be held in the City of Gresham, Oregon, or at such other place as the Chair shall determine.

Section 2. Special Meetings: The Chair may, when the Chair deems it expedient, and shall, upon the written request of two members of the Commission, call a special meeting of the Commissioners to be held at such time and place as they shall appoint, for the purpose of transacting any business designated. Notice of such meeting shall be given to each member of the Commission. Such notice may be given either verbally or in writing when given directly to the member at least twenty-four hours before such meeting; otherwise notice shall be given in writing by sending it to the business or home address of the member at least forty-eight hours before such meeting. Presence of any member at any meeting shall be deemed to be a waiver of notice of such meeting.

Section 3. Quorum: Four members of the Commission 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 from time to time until a quorum is

obtained. Action may be taken by the Commission upon a vote of a majority of the membership of the Commission present.

Section 4. 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 Commission members shall be by ayes and nays and entered upon the minutes of such meeting. The Commission members present and not voting and Commission members absent shall also be entered upon the minutes of such meeting.

ARTICLE IV

PROCEDURE

Section 1. Standing, Special and Advisory Committees: The Chair is authorized to refer items to standing, special or advisory committees for recommendation and report. All committees shall be appointed by the Chair with the consent of the Commission. The committee members shall elect their own Chair at the first meeting of the committee. The Chair initially elected shall serve until the next first regular meeting in January, and thereafter to be elected to one year terms at the first annual meeting in January of each year. Appointments to such committees need not be restricted to members of the Commission.

Section 2. Authorization of Expenditures: Authorization and approval of the expenditures of money may be made only at a regular meeting or at a special meeting called for that purpose. Provided, that no authorization or approval of expenditures of money may be made at a special meeting unless all members of the Commission have been advised in advance of said meeting that such authorizing action is intended to be taken or considered.

Section 3. Rules of Order: "Roberts' Rules of Order - Newly Revised" shall govern the conduct of the meetings of the Commission in any matter not covered by these rules and regulations.

ARTICLE V

AMENDMENTS

Amendments to By-Laws: The by-laws of the Commission shall be amended only with the approval of at least four of the members of the Commission 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 members of the Commission.