

**BYLAWS OF THE
PINE BLUFF URBAN RENEWAL AGENCY
OF THE CITY OF PINE BLUFF, ARKANSAS**

**ARTICLE I.
Introduction**

Section 1. The name of this urban renewal agency shall be the “Pine Bluff Urban Renewal Agency” as established by Resolution 4041 of the Pine Bluff City Council on August 7, 2017 and hereafter referred to as the “Agency.”

Section 2. These Bylaws are the official Bylaws of the Pine Bluff Urban Renewal Agency and supersede previously adopted Bylaws.

Section 3. The purposes of these Bylaws are to establish rules and procedures necessary to carry out the purpose and duties of this Agency, as set forth in the A.C.A. Section 14-169-709 (as amended).

**ARTICLE II.
Purpose**

The purpose of the Agency is to remediate blight and blighted area(s) in the community. Accordingly, it is necessary to plan and undertake one or more renewal projects.

- A. The Agency shall have all the powers of such an Agency as granted to it by A.C.A. Section 14-169-709 (as amended).

- B. The Agency may expend monies for the acquisition of real estate, or an interest therein, and utilize the laws of eminent domain for such acquisition purposes, provided however, such acquisition of real estate shall be for the purpose of advancing and/or affecting the redevelopment project or urban renewal project specifically approved by the Agency.

**ARTICLE III.
Membership of the Agency**

Section 1. Membership. Membership of the Agency shall be comprised of five (5) commissioners appointed by the Mayor. The Mayor will designate a chairman and a vice chairman in compliance with A.C.A. Section 14-169-710.

- A. No commissioner may be an official of the municipality.

- B. For the initial board, the terms of the Agency commissioners shall be: one (1), two (2), three (3), four (4), and five (5) years, respectively, from the date of appointment. Thereafter, commissioners shall be appointed for five (5) year terms of office, except any vacancy shall be filled for the unexpired term.
- C. A commissioner shall hold office until his/her successor has been appointed. Vacancies other than by reason of expiration of terms shall be filled by the Mayor for the unexpired term.
- D. A majority of the commissioners shall constitute a quorum.
- E. The Mayor shall file with the clerk a certificate of the appointment or reappointment of any commissioner, and such certificate shall be conclusive evidence of the due and proper appointment of such commissioner.
- F. A commissioner shall receive no compensation for services, but shall be entitled to the necessary expenses, including traveling expenses, incurred in the discharge of duties.
- G. The private property of the commissioners shall be exempt from execution or other liability from any debts of the Agency and no commissioner shall be liable or responsible for any debts or liabilities of the Agency.

Section 2. Resignation. Resignation of commissioners from the Agency shall be made in writing either to the City Clerk, or the Chairman who shall forward such resignation to the City Clerk. The resignation of commissioners shall be effective immediately upon receipt and verification by the City Clerk's office.

Section 3. Attendance Requirements.

- A. Any commissioner who has unexcused absences from two consecutive regular meetings or three regular meetings in a six-month period shall receive a written notification from the Chair of the Agency advising the commissioner of the absences. If a continued pattern of absences occurs, the Chair shall notify the Mayor.
- B. The city council may, by a three fourths (3/4) majority of its members, remove a commissioner for inefficiency or neglect of duty or misconduct in office.

ARTICLE IV.
Officers

Section 1. Officer and Personnel Terms and Duties. The officers of the Agency shall be a Chair, Vice-Chair, Secretary and Treasurer.

- A. The Chair shall preside over all regular and special meetings of the Agency, and shall, subject to the Bylaws and rules of procedure, decide all points of procedure, unless otherwise directed by a majority of commissioners present at a particular meeting. The Chair shall serve as the primary contact between the Agency and Executive Director. The Chair shall sign any documents necessary to implement the purposes and projects of the Agency and as otherwise needed.
- B. The Vice-Chair shall assume the duties and responsibilities of the Chair in the event the Chair is absent or unable to perform the duties of the office. This includes signing any document necessary to implement the purposes and projects of the Agency and as otherwise needed.
- C. When both the Chair and Vice Chair are absent, the commissioners preside over the meeting by consensus or by a majority vote.
- D. The Secretary of the Agency shall keep, or cause to keep, the minutes of all meetings of the Agency in an appropriate minute book, give or serve all notices required by law, be a custodian of the Agency's records, attest official documents of the Agency that require the attestation of the Secretary, and perform such other duties of Secretary as assigned by the Agency.
- E. The Treasurer shall keep, or cause to keep, records of accounts and other financial matters of the Agency and shall provide to the Agency not less than quarterly, or as often as requested by the Agency, a report of all expenditures. The Treasurer shall prepare and submit to the commissioners an annual budget for the operation of the Agency and shall cause the financial records, documents and accounts of the Agency to be audited annually.
- F. No commissioner, other officer, or employee of the Agency, nor any immediate member of the family or any such commissioner, officer, or employee shall acquire any interest, direct or indirect, in any project or in any property included or planned to be included in any project, nor shall any interest be had, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used in connection with any project. If any commissioner, other officer, or employee of the Agency owns or controls an interest, direct or indirect, in any property included or planned to be included in any project, shall immediately disclose the same in writing to the Agency. This disclosure shall be

entered upon the minutes of the Agency. Upon such disclosure, such commissioner, officer, or other employee shall not participate in action by the Agency affecting the carrying out of the project planning or the undertaking of the project unless the Agency determines that, in the light of such personal interest, the participation of such member in any such act would not be contrary to the public interest. The acquisition or retention of any such interest that is contrary to the public interest without such determination by the Agency or willful failure to disclose any such interest constitutes misconduct.

- G. The officers of the Agency shall, by resolution or by motion, approve the execution of all contracts, deeds, and instruments of the Agency and authorize the appropriate officer or individual to sign each contract on behalf of the Agency. Two signatures are required on all documents.

Section 2. Personnel. The Agency shall appoint personnel by the vote of a majority of the commissioners. No commissioner shall be eligible for employment by the Agency or to become personal legal counsel to the Agency until at least one year after leaving office as a commissioner. All Agency personnel serve “at-will” at the discretion of the Agency.

- A. Executive Director. An Executive Director may be appointed to provide the following support and assistance to the Agency. Additional duties are subject to Agency discretion.
- i. Ensure that the agenda is prepared and distributed to all commissioners in a timely manner.
 - ii. Post notice of meetings in the official posting places and in any additional places designated by the Agency.
 - iii. Ensure that minutes are taken, posted and submitted to the City Clerk for the City’s permanent archives.
 - iv. Assist the Chair during the meeting, if necessary.
 - v. Ensure the actions and activities of the Agency are consistent with policies and procedures of the City.
 - vi. Offer insights about City organization, policies and efforts.
 - vii. Update the Agency’s presence on the City’s website.

- viii. Act as a point of contact with other City liaisons, departments or boards, unless otherwise delegated.
- ix. Facilitate communication among commissioners in compliance with the City of Pine Bluff open meeting laws.

Section 3. Elections. Officers shall be elected by a majority vote of the Agency at an annual meeting in July. Nominations for an officer position does not require a second. Nominees shall have an opportunity to speak to their nomination before the vote is taken. A voice vote shall be taken to elect all officers. Officers shall be elected by a majority of the commissioners' present.

ARTICLE V.

Meetings

Section 1. Schedule. Meeting(s) shall occur on regularly scheduled meeting dates established by the Agency. A regular meeting may be postponed, rescheduled, or cancelled by the Agency, if necessary or if there is no business to conduct. If inclement weather requires that a meeting be postponed or rescheduled, the Chair shall have the authority to reschedule or postpone the meeting and shall promptly notify all Agency commissioners.

Section 2. Public Meetings. All meetings of the Agency shall be open to the public, pursuant to the Arkansas Freedom of Information Act (FOIA), except that any portion of a meeting may be held in Executive Session when permitted by the FOIA. All meetings of a quorum, or of three or more commissioners of the Agency, at which any public business is discussed or at which any formal action may be taken, shall constitute a meeting for purposes of this section.

Section 3. Notice of Meetings. Meeting agendas shall be published in compliance with the FOIA. The Agency may designate additional posting places for its agenda at its first meeting of each year. Notice of any regular or special meeting shall be posted in the designated posting places no less than 24 hours prior to the holding of such meeting, unless an emergency requires posting within 24 hours of the meeting time. Any executive session must comply with applicable law.

Section 4. Special Meetings. Special meetings may be called by the Chair plus one regular Agency commissioner. When a special meeting is scheduled, all Agency commissioners must be notified at least 24 hours prior to the time set for such meeting by phone and/or written notice (via fax, e-mail, or hand delivery), including a listing of all items to be considered (agenda) at the special meeting, unless an emergency requires posting within less than 24 hours prior to such meeting. Formal action taken at a special

meeting called in accordance here shall be considered as though it were taken in a regular meeting for those, and only those, matters referred to in the agenda contained in the notice of the meeting.

Section 5. Quorum; 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 Agency commissioners shall be by roll call, and the ayes and nays and commissioners present and not voting shall be entered upon the minutes, except on the election of officers, which may be by voice only.

- A. A majority of the voting commissioners of the Agency constitute a quorum, and no business shall be conducted by the Agency in the absence of a quorum, except rescheduling of the meeting, or as otherwise provided in subparagraph C of this Section 5 below.
- B. All commissioners are required to vote unless recused or disqualified from voting pursuant to the provisions of these Bylaws.
- C. If any commissioners are disqualified from voting pursuant to these Bylaws, and such disqualification causes the Agency to lose its quorum (as defined by these Bylaws) on the matter before the Agency, the matter shall be tabled until the next meeting at which a sufficient number of Agency commissioners are present to constitute a quorum. In the event that the number of disqualifications are such that tabling the matter will not result in a quorum of qualified Agency commissioners, the quorum necessary to conduct that item of business shall be adjusted to consist of at least fifty percent (50%) of those commissioners not disqualified.
- D. Remote participation in a meeting is not permitted by Arkansas law.

Section 6. Rules of Procedure. The Agency shall conduct its meetings in accordance with Robert's Rules of Order.

Section 7. Decision-Making. Decisions of the Agency shall be approved by a majority of the commissioners present at the meeting. Any commissioner may make a motion, which must be seconded for further consideration.

Section 8. Public Participation. Meeting agendas shall include a designated time for public comments, not including comments on those items scheduled for a public hearing. All public comments must be made during the public comment segment of the agenda. Public attendees shall sit in the audience unless asked to sit with the Agency

during their comments. The Agency may identify time limits for public comments at its discretion.

Section 9. Meeting Minutes. Written minutes shall be made for all Agency meetings. The form and contents of meeting minutes shall be consistent with the form and contents of meeting minutes for meetings of the Pine Bluff City Council. The Agency's immediate past minutes and current agenda shall be available when the upcoming meeting is posted. The minutes of each meeting shall be approved by the Agency at its next meeting, signed by the Secretary, and the signed original shall be provided to the City Clerk.

Section 10. Resolutions. All resolutions shall be in writing.

ARTICLE VI.

Special and Standing Committees

Section 1. Standing or Special Committees. The Chair may authorize standing or special committees. A standing committee works on specific issues or projects. A special committee is formed for special, limited purposes, and shall serve only until completion of the special limited purpose(s) for which it was formed. Recommendations of a standing or special committee must be approved by the Agency before being considered officially adopted.

- A. All committees should consist of at least three (3) members, two of whom must be a commissioner.
- B. Any committee should not consist solely of commissioners if possible, but may include other citizens, provided; however, only commissioners may recommend committee results to the Agency.
- C. All committee appointments by the Agency Chair or the Committee Chair shall be reconsidered at the same time each year as the Agency Officers are chosen, but a vacancy should be filled as soon as possible.

Section 2. Committee Chairs. A commissioner of the Agency shall serve as the Chair of any committee. Committee members need not be restricted to commissioners of the Agency, but only commissioners of the Agency may vote to make any recommendation or take any substantive action.

ARTICLE VII.
Amendments

Bylaws of the Agency shall be amended only with the approval of a least a majority of the commissioners of the Agency at a regular or special meeting, but no such amendments shall be adopted unless at least seven days written notice thereof has been previously given to all commissioners of the Agency.

(Bylaws adopted by the Pine Bluff Urban Renewal Agency, November 21, 2017.)

Jimmy Dill, Chairman

Travis Martin, Vice Chairman