

BYLAWS OF THE KETCHUM URBAN RENEWAL AGENCY

ARTICLE 1

INDEPENDENT PUBLIC BODY CORPORATE AND POLITIC

The Ketchum Urban Renewal Agency (the “Agency”), is an independent public body, corporate and politic, created pursuant to Title 50, Chapter 20, Idaho Code, the “Idaho Urban Renewal Law of 1965” (the “Act”), and Resolution No. 06-033 of the City of Ketchum, (the “City” or the “Municipality”) passed on April 3, 2006. These Bylaws are subject to any limitations contained therein.

ARTICLE 2

NONLIABILITY OF COMMISSIONERS

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.

ARTICLE 3

COMMISSIONERS

Section A. Number, Appointment, Designation and Term of Officer. The Agency shall be governed by a Board of Commissioners consisting of seven (7) commissioners. Three (3) elected officials of the City of Ketchum shall serve on the Board as Commissioners for the Agency. Four (4) additional Commissioners shall be appointed by the Mayor and City Council of the City of Ketchum.

The term of office for the three (3) Commissioner members consisting of elected officials shall be for two years. Termination or resignation of a Mayor or a City Council

member shall also terminate membership on the Agency board. Appointment will be by the Mayor (who can appoint him or herself) and confirmed by the City Council. In the event that a Mayor or Council member resigns from the Agency Board but continues to hold office, a successor Commissioner shall be filled by a majority vote of the Board to hold the position for the remainder of the resigned member's term.

The additional four (4) Commissioners shall be appointed by the Mayor and City Council of the City of Ketchum. Each of these four (4) at large Commissioners shall serve for a period of four (4) years from the date of appointment, although terms may be shortened to two years to provide for offset terms. At least one (1) of these at large Commissioners shall be a registered voter of Ketchum. The other three (3) Commissioners shall be Blaine County residents. If any of these positions becomes vacant at a time other than the expiration of a term, the position shall be filled by a majority vote of the board for the remainder of the term.

Section B. Removal from Office. For inefficiency, neglect of duty, misconduct in office, a commissioner may be removed by a majority vote of the board or by the Ketchum City Council only after a hearing and after notification of the charges and an opportunity to be heard pursuant to Idaho Code 50-2006.

Section C. Compensation. Commissioners shall serve without compensation but commissioners shall be entitled to out-of-pocket costs.

Section D. General Powers. The business affairs of the Agency shall be managed by the board of commissioners which shall exercise all of the powers of the Agency. The Agency shall have all powers conferred by the Act as it may be amended

from time to time. After a quorum has been established, agency action may be taken upon a vote of a majority of the commissioners present.

ARTICLE 4

MEETINGS OF COMMISSIONERS

Section A. Regular Meetings. Regular meetings of the commissioners shall be held as determined by the Board. The Board of Commissioners shall cause notice of the regular meeting schedule to be posted or published as required by the Idaho open meeting law.

Section B. Special Meetings. A special meeting of the board of commissioners may be called at any time by the Chairman or by any two (2) commissioners by giving notice to the Secretary specifying the time, date, place and purpose of such meeting. Upon receipt of such notice the Secretary shall cause written notice of such time, date, place and purpose of such meeting to be given to each commissioner of the Agency as hereafter provided in this Article 4.

Section C. Notice of Special Meeting. Written notice of time, date, place and purpose of any special meeting of the Agency shall be posted or published as required by the Idaho open meeting law.

Section D. Waiver of Notice. Any commissioner may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a commissioner at any meeting shall constitute a waiver of notice of such meeting by such commissioner, except in case a commissioner shall attend a meeting for express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

Section E. Resolutions or Ordinance. Resolutions or Ordinances adopted by the Agency in connection with the exercise of any of its powers hereunder, or under the Act, may be signed by the Chairman or Vice-Chairman and attested by the Secretary, Vice Chairman or Assistant Secretary, provided that the person who attests shall not be the same person who signs.

ARTICLE 5

OFFICERS

Section A. Number and Qualifications. The officers of the Agency shall be a Chairman, a Vice Chairman, and a Secretary and such other officers as may be determined by the Agency from time-to-time to perform such duties as may be designated by the Agency.

Section B. Election and Term of Office. The officers shall be elected annually by the Agency at the first regular annual meeting of the Agency. Each officer shall hold office until his successor shall have been elected. Any vacancy in any office shall be filled by the Agency by election for the unexpired portion of the term.

Section C. Chairman. The Chairman:

1. Shall be the principal executive officer of the Agency and, unless otherwise determined by the Members of the Agency, shall preside at all meetings of the Agency.

2. May execute any resolutions adopted by the Agency and any documents, certificates, deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Agency to be expressly delegated by the Agency or by the Bylaws to

some other office or agent of the Agency, or shall be required by law to be otherwise made.

3. Shall in general perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Agency from time-to-time.

Section D. Vice-Chairman. In the absence of the Chairman or, in the event of the Chairman's inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting shall have all the powers of and be subject to all of the restrictions upon the Chairman. The Vice-Chairman shall also perform such other duties as from time-to-time may be prescribed by the Agency.

Section E. Secretary. The Secretary:

1. Shall keep the minutes of the meetings of the Agency in one or more books kept for that purpose.

2. Shall see that all notices are duly given in accordance with these Bylaws and as required by law.

3. Shall be custodian of the corporate records and of the seal of the Agency, and may affix the seal of the Agency to resolutions, documents, certificates, deeds, mortgages, deeds of trust, notes, bonds, contracts and other instruments, the execution of which on behalf of the Agency under its seal is duly authorized in accordance with the provisions of these Bylaws.

4. Shall keep a register of the names and post office addresses of all commissioners.

5. Shall keep general charge of the books of the Agency.

6. Shall keep on file at all times a complete copy of the Ordinance of the Municipality creating the Agency and the Bylaws of the Agency, containing all amendments thereto (all of which shall be open to the inspection of the members of the Agency at any time and to the public.)

7. May attest any resolutions adopted by the Agency and any documents, certificates, deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Agency to be attested, except in cases in which the attestation thereof shall be expressly delegated by the Agency, or by the Bylaws of the Agency to some other officer or agent of the Agency, or shall be required by law to be otherwise made.

8. Shall in general, perform all duties incident to the office of the Secretary and such other duties as, from time-to-time, may be assigned to the Secretary by the Agency.

ARTICLE 6

QUORUM

A majority of the Agency shall constitute a quorum for the transaction of business.

ARTICLE 7

FINANCIAL TRANSACTIONS

Section A. Contracts. Except as otherwise provided in these Bylaws, the Agency may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Agency, and such authority may be general or confined to specific instances.

Section B Checks, Drafts, etc. All checks, drafts or other orders for payment of monies, and all notes, bonds, or other evidences of indebtedness issued in the name of the Agency shall be signed by such officer or officers, agent or agents, employee or employees of the Agency and in such manner as shall from time-to-time be determined by resolution or ordinance of the Agency.

Section C. Deposits. All funds of the Agency may be deposited from time-to-time to the credit of the Agency in such banks or other financial institution as the Agency may select.

Section D. Fiscal Year. The fiscal year of the Agency shall begin on the first day of October of each and every year and shall end on the last day of September of the following calendar year.

ARTICLE 8

MISCELLANEOUS

Section A. Conflict With the Act. In the event of any conflict between the terms and conditions of these Bylaws and the Act as it may be amended from time to time, the Act shall control.

Section B. Rules and Regulations. The Agency shall have the power to make and adopt such rules and regulations not inconsistent with law, or these Bylaws, as it may deem desirable for the management of the business and affairs of the Agency.


Section C. Accounting System and Reports. The Agency shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system.

ARTICLE 9

AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Ketchum City Council then in office, at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

The foregoing Bylaws were adopted by motion of the Ketchum City Council on the 18 day of February, 2014.



Mayor Nina Jonas

ATTEST:



City Clerk, Sandy Cady

Exhibit A

Ketchum Urban Renewal Board of Commissioners Terms

Position Number	Position Classification	Initial Terms		Subsequent Terms	
		Length	End Date	Length	End Date
1	Elected	2 years	January 4, 2016	2 years	January 2, 2018
2	Elected	2 years	January 4, 2016	2 years	January 2, 2018
3	Elected	2 years	January 4, 2016	2 years	January 2, 2018
4	Non-Elected	1 year	January 5, 2015	4 years	January 7, 2019
5	Non-Elected	1 year	January 5, 2015	4 years	January 7, 2019
6	Non-Elected	3 years	January 2, 2017	4 years	January 4, 2021
7	Non-Elected	3 years	January 2, 2017	4 years	January 4, 2021