

BYLAWS OF THE SOUTH CHARLESTON LAND REUSE AGENCY

Consistent with the West Virginia Land Reuse Agency Authorizing Act, West Virginia Code Article 31-18E and South Charleston Ordinance No. 2283, the South Charleston Land Reuse Agency hereby adopts the following Bylaws:

ARTICLE 1- OFFICES

The principal office of the South Charleston Land Reuse Agency (hereafter also called "Agency") shall be located in the City of South Charleston, City Hall, 401 D Street, South Charleston, Kanawha County, West Virginia (hereafter also called the "City"), The Agency may also have offices at such other places within the City as the Board of Directors of the Agency may from time to time determine or the business of the Agency may require.

ARTICLE 11- PURPOSES AND POWERS

Section 1. Purpose. The purpose of the Agency, created by City Ordinance No. 2283, which was approved on October 17, 2019 and enacted City Code Article 164 pursuant to the West Virginia Land Reuse Agency Authorizing Act, West Virginia Code Article 31-18E, as it may be amended, is to promote the productive use of property by identifying available properties suitable for commercial, retail, or industrial uses, affordable housing, public space, and conservation, and to pursue the acquisition, management, and disposition of such properties.

Section 2, Powers' Seal. The Agency enjoys all privileges and may exercise all powers granted by the West Virginia Land Reuse Agency Authorizing Act, West Virginia Code Article 31-18E, as it may be amended, and City Code Article 164, as the Article may be amended (hereafter also called "Article 164"). The Agency may have a seal of such design as the Board of Directors of the Agency may adopt. If so adopted, the custody of the seal shall be with the Secretary, who shall have authority to affix the seal to all instruments where its use is required.

Section 3. Acquisition and Disposition of Property, The Agency shall hold in its own name all real property it acquires, subject to the requirements, powers, and limitations set forth in West Virginia Code Section 31-18E-9. The Agency may acquire an interest in tax delinquent property through the provisions of West Virginia Code Chapter 1 IA and exercise all methods of acquisition of tax delinquent properties permissible pursuant to West Virginia Code Section 31-18E-9(g). The Agency may convey, exchange, sell, transfer, lease, grant, or mortgage interests in real property of the Agency in the form and by the method determined to be in the best interests of the Agency.

ARTICLE 111- BOARD OF DIRECTORS

Section 1. Board. The business and affairs of the Agency shall be managed by or under the direction of the Board of Directors (hereafter also called the "Board"), which may exercise all such powers of the Agency and do all such lawful acts and things as are not prohibited by statute or these Bylaws.

Section 2. Composition. The Board shall consist of nine voting members composed of the following:

- (1) The Mayor of the City, or his or her designee;
- (2) The City Manager, or his or her designee;
- (3) The City Engineer, or his or her designee;
- (4) The City Treasurer, or his or her designee;
- (5) The City Public Works Director, or his or her designee;
- (6) Two members of City Council, appointed by the President of the City Council; and
- (7) Two members from the general public who are residents of the City and meet the qualification requirements set forth in Article 164, appointed by the Mayor with the consent of City Council.

In addition, the City Attorney, or his or her designee, shall be non-voting member to provide advice to the Board. The Board may request assistance from any City department or employee as needed. The City Attorney and other persons assisting the Board shall not be counted for any purpose of the Agency, including but not limited to purposes of establishing quorum, number of Board members, voting, or adjournment.

Section 3. Qualifications; Member Requirement.

Each member of the Board from the general public shall have experience in one or more of the following areas: (A) Real estate or building rehabilitation; (B) Real estate transactions or financing; (C) Development of commercial or residential property; (D) Land conservation or preservation; (E) Public safety; (F) City planning; (G) Affordable housing.

The Board shall include at least one voting member who (A) is a resident of the City, (B) is not a public official or municipal employee, and (C) maintains membership with a recognized civic organization within the City.

Section 4. Removal; Resignation. Whenever in the judgment of the Board the best interest of the Agency will be served thereby, a member of the Board may be

removed from office by the affirmative vote of a majority of the Board and in accordance with the rules established by the Board pursuant to Section 164.04 (hereafter also called "Rules"). A member so removed is ineligible for reappointment to the Board unless the reappointment is confirmed unanimously by the Board. Any member may resign at any time and shall do so in accordance with the Rules.

Section 5. Terms' Vacancies. The terms of the Board members consisting of the Mayor, City Manager, City Engineer, City Treasurer, and City Public Works Director shall last as long as each such City official holds his or her respective position. Once such a position vacates, such position on the Board is automatically filled by the person's duly qualified successor to that position.

Each appointed member, consisting of two members of City Council and two members from the general public, shall each serve a term of three years, beginning on January 1 and ending on December 31, except that the terms of the three initial members who are appointed shall be from the effective date of Article 164 until the following date, with the term corresponding to the term number assigned to such member upon appointment:

- (1) Term One: December 31, 2020 [Kathleen Walker];
- (2) Term Two: December 31, 2021 [Chari Carico];
- (3) Term Three: December 31, 2022 [Jamie Sibold]; and
- (4) Term Four: December 31, 2023 [Anthony Runyon].

Each appointed member shall continue in office until a successor is duly appointed except in the event of the member's removal or resignation. A vacancy on the Board shall be filled for the remaining term in the same manner as an original appointment.

Section 6. Compensation; Expenses. The members of the Board shall serve without compensation. The Board may reimburse members for reasonable expenses actually incurred in the performance of duties on behalf of the Agency if the member provides satisfactory documentation related to the expenses to the Board no later than 60 days after such expenses are incurred.

Section 7, Ethics Act, Acts and decisions of members of the Board and of employees of the Agency are subject to and shall not be in violation of the West Virginia Governmental Ethics Act, West Virginia Code Chapter 6B.

ARTICLE IV - OFFICERS

Section 1. Positions. The officers of the Agency shall be a Chair, Vice Chair, Secretary, Treasurer, and any other officers as the Board may determine by Rule. The Board may elect an assistant Vice Chair, Secretary, and Treasurer, who may act during the absence of the respective officer and perform the duties of such

respective officer during such absence. Any number of offices may be held by the same person, unless these Bylaws otherwise provide; provided, however, that in no event shall the Chair and the Secretary be the same person.

Section 2. Duties. Duties of the officers shall be set forth in the Rules.

Section 3. Election; Term of Office; Vacancy. Each officer of the Agency shall be elected annually by the Board and shall serve the Agency thereafter until his or her successor shall have been chosen and qualified or until his or her death, resignation, or removal. Election of an officer shall not itself create any contractual rights. If an officer position becomes vacant, the Board shall elect a successor to fill the remaining term of said officer.

Section 4, Resignation; Removal. Any officer may resign at any time by delivering a written resignation to the Board, the Chair, or the Secretary. Whenever in the judgment of the Board the best interest of the Agency will be served thereby, any officer may be removed from office by the affirmative vote of a majority of the Board in accordance with the Rules established by the Board. Such removal shall not prejudice the contractual rights, if any, of the person so removed.

ARTICLE V - MEETINGS

Section 1, Regular Meetings. The Board shall meet in regular session according to the schedule adopted by the Board in its Rules. Unless otherwise provided in its Rules, the Board shall hold its regular meetings beginning at 12:30 p.m. on the second Tuesday of each month or, if such date shall be a legal holiday, on the next succeeding business day at the same time. Unless otherwise provided in its Rules, the place of meeting shall be the Little Creek Golf Course Conference Center at 99 Fairway Drive, South Charleston, WV.

Section 2, Special Meetings. Special meetings may be called by the Chair upon ten calendar days' notice to each member of the Board, or by the Secretary on like notice upon the written request of a majority of the members then in office. Such meeting shall be held on such date and at such time and place as shall be designated in the notice of the meeting by the person or persons calling the special meeting.

Section 3, Notice of Meetings. Pursuant to W.Va. Code 6-9A-3, notice of regular and special meetings of the Board shall be filed with the West Virginia Secretary of State. Such notice shall also be provided to each member of the Board either personally, by telephone, by facsimile, text message, e-mail, mail, or other like reasonable and reliable means. Such notice to each member shall be addressed to each member of the Board at his or her address or point of contact as it appears

on the records of the Agency unless such information is unavailable, notice was given personally, or notice was waived.

Notice to members, unless otherwise provided in these Bylaws, shall be given at least ten calendar days before the date designated for such meeting and filed with the records of the meeting. Each notice shall state the date, time, place, and purpose of the meeting.

Notice shall be deemed given at the time when the same is personally delivered, deposited in the United States mail, with postage thereon prepaid, or transmitted by facsimile, telephone, text message, e-mail, or other like reasonable and reliable means. Members of the Board may waive the notice requirement in writing, signed by the person or persons entitled to such notice, and filed with the records of the meeting, whether before or after the holding thereof, Presence at any meeting without objection shall constitute waiver of any required notice.

Section 4, Quorum. The Agency must have a quorum to conduct a meeting. A majority of the Board, excluding vacancies, constitutes a quorum, provided, however, that in no event shall a quorum consist of less than one-third of the number members of the Board fixed in accordance with these Bylaws. A member must be physically present at a meeting for purposes of establishing a quorum.

If, at any meeting of the Board, there shall be less than a quorum present, a majority of the members present may adjourn the meeting, without further notice, from time to time until a quorum shall be present. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 50 Public Access and Resident Input. The Agency shall set forth procedures for public input in the Agency's Rules. The Agency shall offer a public portion at each regular meeting during which residents may speak about any item on the meeting agenda, The Agency shall hold at least one public meeting per calendar year during which it listens to resident concerns and suggestions on any topic related to the Agency's purposes,

Section 6, Open Proceedings. Meetings of the Agency are subject to and shall not be in violation of the West Virginia Open Governmental Proceedings Act, West Virginia Code Article 6-9A.

ARTICLE VI - ACTIONS OF THE BOARD

Section 1. Records. The Board shall keep minutes and a record of its meetings and proceedings.

Section 2. Voting, General. A member of the Board may not vote by proxy. A designee of the Mayor, City Manager, City Engineer, City Treasurer, or City Public Works Director shall not be considered a proxy and may vote if properly designated. A member may request a recorded vote on any resolution or action of the Agency.

Section 3. Voting, Simple Majority. A majority of affirmative votes cast at a meeting of the Board, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the Board at the meeting, unless the concurrence of a greater proportion is required for such action by statute, ordinance, or these Bylaws.

Section 40 Voting, Majority of Board Membership. Action of the Board on the following matters must be approved by an affirmative vote of the majority of the entire Board membership:

- (1) Adoption or amendment of Bylaws;
- (2) Adoption or amendment of Rules;
- (3) Hiring or firing of an employee or contractor of the Agency; provided that this function may, by majority vote of the entire Board, be delegated by the Board to a specified officer or committee of the Agency;
- (4) Incurring of debt;
- (5) Adoption or amendment of the annual budget; and
- (6) Sale, lease, encumbrance, or alienation of real property or personal property with a value of more than fifty thousand dollars (\$50,000).

Section 5. Voting Two-Thirds of Board Membership . Action of the Board on the following matters must be approved by an affirmative vote of two-thirds of the entire Board membership: A resolution pursuant to Article 164, Section 164.12, and West Virginia Code Section 31-18E-14, relating to dissolution of the Agency.

Section 6. Indebtedness. No loans shall be contracted on behalf of the Agency and no evidences of indebtedness shall be issued in its name unless authorized by resolution or order adopted by the affirmative vote of the majority of the entire Board membership.

Section 7. Fiscal Year. The fiscal year of the Agency shall begin on the first day of January and end on the last day of December the same year.

Section 8, Signatures. All checks, drafts, other financial orders for the payment of money, demands for money, notes, or other evidence of value or

indebtedness issued in the name of the Agency, any contracts and other instruments necessary or convenient to the exercise of the powers of the Agency, and all legal instruments shall be signed by (1) the Chair or Vice Chair and (2) the Secretary, Assistant Secretary, Treasurer, or Assistant Treasurer.

Section 9. **Land Use Agency Fund**. All funds of the Agency not otherwise used shall be deposited to the credit of the Agency in a special fund to be known as the Land Use Agency Fund, which is established in the treasury of the City. Disbursements from the Land Use Agency Fund may be made only with the approval of the Board.

Section 100 **Bonds**. The Agency may issue, secure, sell, and redeem a bond pursuant to West Virginia Code Section 31-18E-12 provided that such bond is authorized by resolution of the Board. The resolution issuing a bond must be published in a newspaper of general circulation within the jurisdiction in which the Agency is located.

ARTICLE VII - COMMITTEES

Section 1. **Committees**. The Board may, by a resolution adopted by a majority of the members present at a meeting at which a quorum is present, appoint one or more committees, composed of two or more members, for such purposes and with such powers as the Board may provide. Powers provided may not contradict or exceed those powers stated in these Bylaws. No committee shall have the power to amend these Bylaws. Committee authority may be limited by resolution of the entire Board.

Section 20 **Procedures**. All committees shall follow the same procedures as set forth by these Bylaws and the Rules.

ARTICLE VIII - AMENDMENT OF BYLAWS


These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by the affirmative vote of the majority of the entire Board membership cast by the members at any meeting of the Board of Directors, duly noticed, and at which a quorum is present.

CERTIFICATION

I, Anthony Runyan, duly elected Secretary of the South Charleston Land Reuse Agency ("Agency"), do hereby certify that the foregoing is a true and accurate copy of the Bylaws adopted by the members of the Agency at a

meeting thereof, properly noticed, held on March 9, 2021, at which a quorum was present and acting throughout.

Dated: 3-9-21 By: 
Secretary Anthony Runyan

Dated: 3-9-21 By: 
Frank H. Mullen Chairman - Mayor